EX.LOI

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From:				
Sent:	23 December	2010 15:02		
To:			•	
Cc:				
	,		ZEFF JON	
	KILGARRIFF PA			
Subject:	RE: News Corp	ooration/ Sky: Ofcor	n	
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		,		·
		•	S dealing with this	s matter. I have spoken to him
about your letter, a	nd he has agreed the reply b	elow.		
Thank you for th	e letter from	dated today	to	at BIS. As you know,
CMS is now lea	ading on News Corporat	tion's proposed a	equisition of the	e remaining British Sky
∃roadcasting Gr	oup plc shares.			
I confirm that Of	com will prepare a redac	cted copy of the	eport which car	n be shared
				the unredacted version is
delivered.				
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I can also confir	n that the intention is for	r NewsCorn to be	e diven reasona	able opportunity to make
	epresentations before t			
				take his decision within 10
*	m receipt of Ofcom's re	_	ialy of State to	take His decision within 10
working days no	m receipt of Occoms rep	port.	•	
Regards		÷	•	,
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Madia Disastassa				
Media Directorate				
Dept for Culture, M				
2-4 Cockspur Stree				
London SW1Y 5DH				
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From:		anlovells.com]	•	
Sent: 23 Decembe	r 2010 13:43		•	•
To: Rees Andrew (	CCP)			· · · · · · · · · · · · · · · · · · ·
Cc:				
	1/71 - 4	11.2		ZEFF JON;
Parket - IV	KILGARRIFF PATRIC	K		
Subject: RE: News	Corporation/ Sky: Ofcom			· <u>-</u>
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Many thanks for your reply.				
We will relay this information t	o News.			
Regards	•			
•	:		, .	
		•		
Coursel	,			•
Counsel				
Harrier Harris H				
Hogan Lovells International LLP Atlantic House				•
Holborn Viaduct London EC1A 2FG				
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Tel: Direct	•			
Mobile:	3 · · · · · · · · · · · · · · · · · · ·		3	
≟mail: phoganlovells.com www.hoganlovells.com	om			•
www.noganiovens.com				
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From:				
<b>Sent:</b> 23 December 2010 13:	41		· '	•
To:		*	•	
Cc: Bannister Paul (CCP); Pho	easant, John; Howard, Jan;	Ricard, Stephanie; Cha	ambers Sarah (CCI	P); Evans Peter
Cc: Bannister Paul (CCP); Pho		Ricard, Stephanie; Cha	ambers Sarah (CCI	P); Evans Peter FF JON;
Cc: Bannister Paul (CCP); Pho	LGARRIFF PATRICK	Ricard, Stephanie; Cha	ambers Sarah (CCI ZE	P); Evans Peter FF JON; (
Cc: Bannister Paul (CCP); Pho KI Subject: RE: News Corporat	LGARRIFF PATRICK ion/ Sky: Ofcom		ZE	FF JON; (
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	23 December	2010 15.25	ZEEE JONI.	VII CARRIEE DATRICE
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•	Antonio.Bava	sso(	Paul.Dacam@	
<b>6.1</b> .	suzanne.r		Dominic.Long	(00171561 0000267)
Subject:				State (0012561-0000367)
Attachments:	RE: News Cor	poration/ Sky: (	JTCOM .	
Dans				•
Dear				
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I attach an email sent to	it Flo	gan Lovens in	s afternoon, which	I think addresses the issue
raised in your letter.		•		
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Regards,				•
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Legal Advisers to the Depa		edia and Sport		
Email:	Tel: 02		4	•
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From:				
		ATDICK		
To: ZEFF JON; I	14:55 KILGARRIFF P.	ATRICK;		
To: ZEFF JON; I		ATRICK;		
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To: ZEFF JON; [ Cc: Subject: News Corporation	KILGARRIFF P.		0012561-0000367)	
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To: ZEFF JON; [ Cc: Subject: News Corporation Dear Jon, Lease find attached a let Kind Regards  Allen & Overy LLP  www.allenovery.com/antitrust One Bishops Square	on/ Sky: Letter to Sec	retary of State (		ehalf of News Corporation.
Subject: News Corporation  Dear Jon,  lease find attached a let  Kind Regards  Allen & Overy LLP  www.allenovery.com/antitrust	on/ Sky: Letter to Sec	retary of State (		ehalf of News Corporation.
To: ZEFF JON; [ Cc: Subject: News Corporation Dear Jon, lease find attached a let Kind Regards  Allen & Overy LLP  www.allenovery.com/antitrust One Bishops Square London	on/ Sky: Letter to Sec	retary of State (		ehalf of News Corporation.

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# Hogan Lovells

Hogan Lovells International LLP Atlantic House Holborn Viaduct London EC1A 2FG T +44 20 7296 2000 F +44 20 7296 2001 www.hoganlovells.com EX.LO3

23 December 2010

Andrew Rees
Deputy Director, Consumer and Competition Policy
Department for Business, Innovation and Skills
1 Victoria Street
London
SW1H 0ET

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Our ref Matter ref	

Dear Mr. Rees

#### NEWS CORPORATION - BRITISH SKY BROADCASTING - OFCOM REPORT

I refer to the European intervention notice of 4 November 2010 concerning the proposed acquisition by News Corporation ("News") of the remaining shares in British Sky Broadcasting Group plc that News does not already own ("Transaction").

As News has made clear in its public statements, it has been shocked and dismayed by the views of the Secretary of State for Business, Innovation and Skills, Dr Vince Cable, which came to light during the course of 21 December.

We note the 21 December announcement by the Prime Minister that all responsibility for competition and policy issues relating to media, broadcasting, digital and telecoms sectors will be transferred immediately to the Secretary of State for Culture, Olympics, Media and Sport. We also note that this transfer of responsibility includes full responsibility for Ofcom's activities in these areas, including in relation to the Transaction.

While the removal of the Secretary of State for Business, Innovation and Skills and his department from a decision-making role in relation to the Transaction was clearly required, News still finds itself in the entirely unsatisfactory position that the original decision to issue an intervention notice under section 67 of the Enterprise Act 2002 was taken by a Secretary of State who was motivated by bias.

Ofcom is now in the process on preparing a report ("Report") by 31 December 2010 on "the media public interest consideration mentioned in the European intervention notice concerned", which in this case is:

"the need, in relation to every different audience in the United Kingdom or in a particular area or locality of the United Kingdom, for there to be a sufficient plurality of persons with control of the media enterprises serving that audience".

News provided detailed submissions to Ofcom on 23 November and had meetings with Ofcom on 22 November and 2 December.

Ofcom sent its Issues Letter on 10 December. News met Ofcom on 15 December to provide its initial comments on the Issues Letter and to seek clarification of the issues identified by Ofcom

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**Andrew Rees** 

-2-

23 December 2010

and the reasons, in the light of the relevant legal test, why Ofcom expressed these to be "concerns" relevant to the application of that test.

News formed the clear view from the meeting on 15 December that Ofcom has identified issues which are not relevant for the application of the relevant legal test, correctly understood. Ofcom's failure to relate its preliminary analysis to the overriding issue of the sufficiency of media plurality for a relevant audience in the UK effectively deprived News of any opportunity to understand and comment on Ofcom's analysis before Ofcom reports to the Secretary of State. In addition, News considers that in its Issues Letter Ofcom did not carry out a proper analysis of the range and variety of voices available to a UK audience. News submitted a further written submission on 17 December setting out the errors in Ofcom's approach and identifying what it believes to be the correct approach to the application of the relevant legal test.

News continues to believe that, focusing on the legal test rather than the plethora of unsubstantiated assertions that are made by complainants, the issues in this case are in fact quite well defined and straightforward and that the Transaction cannot be said to lead to any reduction in the sufficiency of plurality.

Notwithstanding the opportunity to make submissions to Ofcom, News remains deeply concerned that the approach adopted by Ofcom will result in a Report which will not provide a proper basis on which the Secretary of State (now the Secretary of State for Culture, Olympics, Media and Sport) can exercise his judgment as to whether the relevant legal test is or is not satisfied or, therefore, whether to refer or not to refer the Transaction to the Competition Commission. News will in parallel be issuing a Freedom of Information Act request aimed at establishing whether and how, and if so in what terms, the biased approach of the Secretary of State for Business Innovation and Skills may have been communicated to Ofcom in relation to its review.

In the light of these deep concems, and in view of the transfer of responsibility of relevant functions, we would be grateful if you could please confirm the relevant contact(s) at the Department for Culture, Media and Sport with whom we should liaise in the first instance in relation to the ongoing public interest review of the Transaction. In particular, it is imperative that News receives a copy of the Report to afford it the adequate opportunity to make written and oral submissions to the Secretary of State for Culture, Olympics, Media and Sport before he exercises his judgment and makes a decision. In the absence of such an opportunity, News respectfully submits that its rights of defence and due process will have been infringed.

We therefore formally request you to confirm that the Department will ensure that:

- (a) a copy of the Report will be made available to News; and
- (b) News will be afforded the adequate opportunity to make written and oral submissions on it before the Secretary of State for Culture, Olympics, Media and Sport exercises his judgment and takes a decision.

Yours	s sincerely	
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· cc	,	Allen & Overy LLP
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LIBO	612625.9	

EX.LO4 ALLEN & OVERY

#### STRICTLY CONFIDENTIAL

Rt Hon Jeremy Hunt MP Secretary of State for Culture, Olympics, Media and Sport

Department for Culture Media and Sport 2-4 Cockspur Street London SW1Y 5DH

Our ref

B/0012561-0000367 CO:13190266.4

23 December 2010

Dear Mr Hunt.

### News Corporation - British Sky Broadcasting Group Plc

I write on behalf of News Corporation (News) in connection with its proposed acquisition of the remaining shares in British Sky Broadcasting Group Plc (Sky) that News does not already own (the Transaction). As News has made clear in its public statements, it has been shocked and dismayed by the views of the Secretary of State for Business, Innovation and Skills, Dr Vince Cable MP which came to light during the course of Tuesday 21 December.

While the removal of the Secretary of State for Business, Innovation and Skills and his department from a decision making role in relation to the Transaction was clearly required, News still finds itself in the entirely unsatisfactory position that the original decision to issue an Intervention Notice under section 67 of the Enterprise Act 2002 was taken by a Secretary of State who was clearly biased against the business interests of News and viewed himself as having "declared war" on Rupert Murdoch. News is particularly concerned by the following comments which were made by the Secretary of State for Business, Innovation and Skills and which suggest that Dr Cable's thinking and intentions may have been known to others, possibly including complainants waging a campaign against News:

"I have declared war on Mr Murdoch and I think we are going to win"

"I have blocked it using the powers that I have got and they are legal powers that I have got. I can't politicise it but from the people that know what is happening this is a big, big thing."

"His whole empire is now under attack... So there are things like that we do in government, that we can't do... all we can do in opposition is protest."

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Allen & Overy LLP

One Bishops Square London E1 6AD United Kingdom

Tel +44 (0)20 3088 0000 Fax +44 (0)20 3088 0088 Direct

The initial decision to intervene was taken contrary to published DTI Guidance on Media Mergers and without a statement being made to Parliament providing any indication of the reasons for intervention departing from published Statutory Guidance. Previous submissions made to the Department for Business, Innovation and Skills in this regard will be made available to the appropriate officials in your department. The decision was also in stark contrast to the treatment of the recent acquisition of Channel 5 by Northern & Shell, in relation to which no public interest intervention was made, suggesting discriminatory and unfair treatment of News compared with other companies in broadly analogous situations.

News has always believed, and continues to believe, that, focussing on the correct legal test, and approaching the matter from a fair minded and rigorous standpoint, the issues in this case are well defined and straightforward and it is clear that the Transaction would not result in insufficient plurality for any audience in the UK. News is, of course, aware that during the review process which has so far been conducted a large number of complaints have been received, many from vocal and powerful media organisations. But these complaints are clearly self-serving. They reflect particular political and business agendas or personal hostility against the News group. These emotional arguments should play no part in decision making as to the sufficiency of plurality in the UK.

News wishes to reserve its rights and so would request that the Secretary of State for Culture, Olympics, Media and Sport informs News on or before the 31 December 2010 how he intends to proceed.

News will, in parallel, be writing to Ofcom and issuing Freedom of Information Act requests aimed at establishing whether or how, and if so in what terms, the biased approach of the Secretary of State for Business, Innovation and Skills may have been communicated to Ofcom in relation to its review or whether any of the complainants have had undue access or influence over the process.

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Yours sincerely

	EX.LOS	
From: Sent: To:	27 December 2010 20:33	
Cc:	ZEFF JON; E	
Subject:	KILGARRIFF PATRICK RE: News Corporation/ Sky: Ofcom	
Dear		
Thank you for your email.		
onfirm when you anticipate being below that Ofcom are planning to available. We appreciate that the order to assist planning on 31 December 21.	the redacted copy of Ofcom's report to News Corp, we would be grateful if you could ng in a position to make this available to News Corp. I note from your email to provide a redacted version to DCMS shortly after the unredacted version is made the precise timing of provision of the report to DCMS may not be clear at this stage. In eccember and in the period immediately thereafter, we would be grateful if you could see the redacted copy available to News Corp and its advisers on 31 December on on that day).	
It would be very helpful if you cou when this is available (i.e. the co	ould include each of News Corp's external counsel on your circulation of the report	
Best regards		
Counsel		
Hogan Lovells International LLP Atlantic House Holborn Viaduct London EC1A 2FG		
Tel: +44 20 7296 2000  Fax: +44 20 7296 2001  Email: oganlovells.com  www.hoganlovells.com	•	
www.iroganioveils.com		
From: Sent: 23 December 2010 15:02 To: Cc:	2	

	ZEFF JON;
KILGARRIFF PATRICK; Rees Andrew (CCP)  Subject: RE: News Corporation/ Sky: Ofcom	·.
As I believe you are aware, Jon Zeff is the lead policy official in DCMS dealing with this manabout your letter, and he has agreed the reply below.	itter. I have spoken to him
Thank you for the letter from dated today to Andrew Rees a DCMS is now leading on News Corporation's proposed acquisition of the reBroadcasting Group plc shares.	
I confirm that Ofcom will prepare a redacted copy of the report which can be with NewsCorps, which they are planning to send to DCMS shortly after the delivered.	
I can also confirm that the intention is for NewsCorp to be given reasonable written and oral representations before the Secretary of State takes his decayare that there is an administrative target for the Secretary of State to tak working days from receipt of Ofcom's report.	ision. You will be
Regards	
Media Directorate Dept for Culture, Media & Sport 2-4 Cockspur Street London SW1Y 5DH	
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From: Sent: 23 December 2010 13:43 To: Rees Andrew (CCP) Cc	
KILGARRIFF PATRICK  Subject: RE: News Corporation/ Sky: Ofcom	ZEFF JON;
Many thanks for your reply.	
We will relay this information to News.	
Regards	

Counsel								
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•	, KILGARRIFF	PATRICK -			* *		·	
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Thank yo	ou. On your q	uestion abo	out future p	rocess, l	DCMS offi	icials wil	I now be	
andling this case a	and the releva	nt contacts	are Jon Ze	eff, ⟨			and	Patric
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From: Sent: 23 December 20 Fo: Rees Andrew (CCP Cc: Subject: News Corpora Please final attached a Regards  Counsel Hogan Lovells International Atlantic House Holborn Viaduct London EC1A 2FG	ation/ Sky: Ofcor							

Tel:	+44 20 7296 2000		
Direct:			
Mobile:		,	
Fax:		'	
Email:			
	www.noganlovells.com	J	

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CASSELTON ALAN	· · · · · · · · · · · · · · · · · · ·				EX. L	U6
From: Sent: To:	31 December	2010 14:02 Rab, Suzanne	2;		· .	•
Cc:		Y (-)		101.015======	ATDIGIC D	
		ZEFF JON;		KILGARRIFF P	ATRICK; Rees	Andrew (CCP);
Subject:	RE: News Cor	poration/ Sky: C	Ofcom			
Dear				,	•	•
Thank you for your email to					:	
Both this firm and Allen & Over matter.	y are instructed b	y News to advis	se and repr	esent them on	all UK aspec	ts of this
you are able to provide only (copied) at Allen& Overy who v	one copy of the re will make sure the	edacted report, rewealth we all receive a	may I sugge a copy.	est that you se	end it to	
Yours sincerely,			,			
		·				
Hogan Lovells International LLP Atlantic House Holborn Viaduct London EC1A 2FG				•		•
Tel: +44 20 7296 2000 Direct: Fax:	. · ·					-
Email:     www.hoganlovells.com 	CORRECTION OF THE STATE OF THE					• . • •
From: Sent: 31 December 2010 13:5 To:	55					
Cc:	·				(EFF J	ON; I
KILGARRIFF PATRIC Subject: RE: News Corporation		<u> </u>			.0	
Dear				,		

Thank you for your email.

Redactions to the report in order to be able to pass a copy to News Corp are being undertaken by Ofcom, and we cannot therefore confirm when we will be in a position to pass this to you. However, indications are that it will certainly not be today, and is likely to be towards the tail-end of next week.

We have received communications both from yourselves (Hogan Lovells) and Allen and Overy. Could you please confirm that both firms are representing News Corp, and whether representation is on different

matters relating to the merger? As you will appreciate, we wish to address communications to the appropriate recipient. You ask in your email that we include each of News Corp's external counsel in circulation of the report. We may only provide one hard-copy of the report to a named individual. If so, it will therefore be for you and your client to discuss to whom the report should then be disseminated. I should be grateful if you could confirm that you, at Hogan Lovells, would be the appropriate person to whom that report should be addressed.

•		•			
Regards,					
rtogurus,		•			
					•
	•	*			
Legal Advisers to th	e Denartment for Culture,	, Media and Sport			•
Email:	Tel:	: (			
		·			
		,			
From:		noganlovells.com]		•	
Sent: 27 Decembe	r 2010 20:33				
``` <b>`</b>		•			
C:					
				ZE	FF JON;
		RICK; Rees Andrew	(CCP);		
Subject: RE: News	S Corporation/ Sky: Ofcon	n			
•					
Dear /					•
	•				
Thank you for your	omail				·
Thank you for your	eman.				,
confirm when you a below that Ofcom a available. We appl	provision of the redacted anticipate being in a position are planning to provide a reciate that the precise tire.	ion to make this ava redacted version to t ning of provision of t	ilable to News Co DCMS shortly aft he report to DCM	orp. I note from er the unredacte IS may not be c	your email d version is made ear at this stage. In
confirm that you pro	ning on 31 December and opose to make the redact pt from Ofcom on that da	ted copy available to			
It would be very be	lpful if you could include	each of News Corn's	s external counse	el on vour circula	tion of the report
	ble (i.e. the copy recipient		CALCINAL COURSE	or orr your orround	don or the report
When this is availab	ble the ine copy recipient	d above.			
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Best regards	,			•	
Destregards	·				
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Counsel		•		•	
	•				
Hogan Lovells Internati	ional LLP				
Atlantic House			•	•	
Holborn Viaduct				•	•

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London EC1A 2FG

Tel: +44 20 7296 2000				
Direct: Mobile:				
Fax:				
Email:	,			
www.hoganlovells.com			, " 1	
				_
From:				
<b>Sent:</b> 23 December 2010 15:02			•	
To:		•	•	
Cc:				
		ZE	FF JON;	
KILGARRIFF PATRICK; Rees A	ndrew (CCP)		•	
Subject: RE: News Corporation/ Sky: Ofcom			•	
As I believe you are aware, Jon Zeff is the lead policy office	cial in DCMS dealing	with this matter. I	have spoken to hin	n
about your letter, and he has agreed the reply below.				
. nank you for the letter from John Pheasant dat				
DCMS is now leading on News Corporation's pr	oposed acquisiti	on of the remaini	ng British Sky	
Broadcasting Group plc shares.		•		
	• • •			
I confirm that Ofcom will prepare a redacted cop	ov of the report w	hich can be sha	ed	
with NewsCorps, which they are planning to ser				s
delivered.		ary arter are arms	440.04 10.0.0	•
donvolod.	•			
I can also confirm that the intention is far Nova	Corn to be given	rocconoble onne	etunity to make	
I can also confirm that the intention is for News0				
written and oral representations before the Secr				_
aware that there is an administrative target for the	ne Secretary of S	state to take his o	decision within 1	U
working days from receipt of Ofcom's report.				
	•			
Regards	•		*	
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Media Directorate				
Dept for Culture, Media & Sport		•	ı	
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London SW1Y 5DH	•			
LONGON SWIT SDIT		• ,		
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		*		
From:			•	
<b>Sent:</b> 23 December 2010 13:43				
To:		·		
Cc:		<u> </u>		_
1		Z	EFF JON	
KILGARRIFF PATRICK	•			
Subject: RE: News Corporation/ Sky: Ofcom				

	•							
Many thanks for yo	ur reply.	•						
We will relay this in	formation to News.							
Regards							•	
						•		
			:		•			
		•						
Counsel		·						
Hogan Lovells Internati Atlantic House Holborn Viaduct	onal LLP	magical designation of the second						·
London EC1A 2FG								
rect: +44 20 7296 20 Mobile:	ino.							ŧ
Fax: Email:								
www.noganiove	elis.com	<del></del>		•				
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From: Sent: 23 December	or 2010 13:41							
To:	2, 2010 13, 11		•					
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Cc:						ZEFF	JON;	
	KILGARRIFF					ZEFF	JON;	
Subject: RE: New	s Corporation/ Sky: (	Ofcom	. A Fortherm		DOMS offi			
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Than handling this can ilgarriff. I have confirm receipt.  Andrew Rees  From Sent: 23 December To: Rees Andrew Cc:  Subject: News Continuation of the confirm of the confirm receipt.	er 2010 11:39 (CCP)	prestion about the est.	are Jon 2	Zeff.		cials will ı	now be	atrick

Counser	
Atlantic Holborn	
Tel: Direct: Mobile: Fax: Email:	+44 20 7296 2000 www.hoganlovells.com

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From: Sent: O5 January 2011 16:54 To:			EX.L 08
Attachments: Letter to Jon Zeff at DCMS.pdf  Dear All  We attach a letter addressed to Jon Zeff which also partially responds to etter of yesterday.  Kind Regards  Allen & Overy LLP  www.allenovery.com/antitrust  One Bishops Square London E1 6AD  Tel: + 44(0) 20 3088 0000  DDI: +	Sent: To:	; ZEFF JON	KILGARRIFF
We attach a letter addressed to Jon Zeff which also partially responds to etter of yesterday.  Kind Regards  Allen & Overy LLP  www.allenovery.com/antitrust  One Bishops Square London E1 6AD  Tel: + 44(0) 20 3088 0000 DDI: +			
Kind Regards  Allen & Overy LLP  www.allenovery.com/antitrust  One Bishops Square London E1 6AD  Tel: + 44(0) 20 3088 0000 DDI: +	Dear All		
Allen & Overy LLP  www.allenovery.com/antitrust  One Bishops Square London E1 6AD  Tel: + 44(0) 20 3088 0000 DDI: +	We attach a letter address	ed to Jon Zeff which also partially responds to	etter of yesterday.
www.allenovery.com/antitrust  One Bishops Square London E1 6AD  Tel: + 44(0) 20 3088 0000 DDI: +	Kind Regards		. <del>-</del>
One Bishops Square London E1 6AD  Tel: + 44(0) 20 3088 0000 DDI: +	·		
DDI: +	One Bishops Square London		
	DDI: +		

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EX.L09

	Allell & Ove	TY LLF			
BY EMAIL ONLY	One Bishops	s Square			
	London E1 6AD United Kingdom				
STRICTLY CONFIDENTIAL					
THE TELL CONTIDENTIAL	Tel	+44 (0)20 3088 0000			
In Ion 7off	Fax	1			
Mr Jon Zeff	Direct	@allenovery.com			
Department for Culture Media and Sport		galleriovery.com			
2-4 Cockspur Street		•			
London SW1Y 5DH					
Our ref 0012561-0000367 CO:13223776.4	•				
5 January 2011					
		•			
Dear Mr Zeff,					
News Corporation - British Sky Broadcasting Group Plc					
		010, that you will be the lead			
policy official within the Department for Culture, Media and Sport (D	CMS) dealing	g with the Secretary of State's			
public interest intervention concerning the proposed acquisition by N	Jews Corpora	tion (News) of the remaining			
shares in British Sky Broadcasting Group (Sky) that it does not own (t					
was on sition only stoudousting droup (only) was to accome (					
It would be helpful if you could confirm whether you should be our t	first point of c	contact on matters concerning			
the would be helpful if you could commit whether you should be out if	instead ann	reach company in your legal			
he public interest review of the Transaction or whether we should	, ilisteau, app	noach someone in your legal			
eam.					
	4.11 0 0	TID III I II-			
	•	very LLP and Hogan Lovells			
International LLP both represent News in this matter and the core	team to which	ch correspondence should be			
addressed consists of					
at Allen & Overy and					
rom Hogan Lovens.	As you will	oe aware, at this stage, i wws			
has not yet received a copy of Ofcom's report which was delivered	to the Secret	ary of State on 31 December			
2010. News would hope to receive a copy of the report as soon as					
submissions to the Secretary of State. We would therefore request the					
deliver a non-confidential version of the report to News with the s					
timely consideration of the report by News and its advisors, we requ					
report be sent by email to the above addressees. We note that DCMS					
of the report to News' advisors. In response to the letter received fr	om	on 4 January 2010 I can			
confirm that, as indicated by on 31 December 2010	0, this should	d be sent for the attention of			
We would also be grateful if you could send us a copy of the report	delivered by	the Office of Fair Trading as			
soon as nossible		÷.			

. The second contract $oldsymbol{\cdot}$
Naturally, the delay in News receiving a copy of the report may well also impact on the timing of the Sceretary of State's decision if the Secretary of State is to allow an appropriate time period for consideration of the issues and for discussions with News.
News appreciates the opportunity it will have, as confirmed in the letter of 4 January 2011 from
to make written and oral submissions to the Secretary of State before he takes his decision on whether or not to
refer the Transaction to the Competition Commission. Once we have received the Ofcom report, we will be contact to arrange a suitable time.
In that married also was made that its
In that regard also we note that in e-mail of 23 December 2010, referred to the 10 day administrative target for taking a decision which is acknowledged, albeit in the context of a merger which is subject to review by the UK authorities rather than the European merger authorities, in the DTI's Guidance on Public Interest Intervention in Media Mergers (the Guidance) at paragraph 4.11. This 10 day time limit has also been widely reported in the press.
Given the importance of this matter, News would urge the Secretary of State to take the necessary time to review the facts of the case and to hear submissions from News, whose commercial interests would be significantly impacted by any decision which is taken to refer the Transaction to the Competition Commission, before taking
his decision.
News would also note that in the only other case in which a media public interest consideration has been applied
in the UK – the case of Sky/ITV - the Secretary of State did not take a decision within 10 days. Indeed, in that case, a decision to refer was made almost a month after the Secretary of State received reports from the OFT and from Ofcom and just before the statutory deadline of 4 months from completion which applied in that case (because it was a completed merger). In this case, no legal time limit is running at all as the acquisition of shares by News has not yet taken place.
If Ofcom's report (the content and conclusion of which are not known to News at this time) recommends that the Secretary of State refer the Transaction to the Competition Commission, and as the Secretary of State will want to give due consideration to Ofcom's advice before taking a final decision on reference, News believes that a 10 day period for consideration is likely not to be sufficient for the Secretary of State to take a decision in a contested case such as this one. This is particularly the case in the present circumstances where News is concerned by the issues set out in the letter from Hogan Lovells to the Department for Business, Innovation and Skills on 23 December 2010 and where the administrative process leading up to the issue by Ofcom of its report has, by any measure, been seriously flawed, with responsibility having to be transferred from the Secretary of State for Business, Innovation and Skills (who had taken the initial decision to intervene in relation to the Transaction) to the Secretary of State for Culture, Olympics, Media and Sport.
In the contrary case should Ofcom's report conclude that the Secretary of State need not refer the Transaction to
In the contrary case, should Ofcom's report conclude that the Secretary of State need not refer the Transaction to
the Competition Commission, it may be that in that scenario, the Secretary of State's decision is in fact quite
straightforward. News continues to be confident that the proposed Transaction poses no threat whatsoever to the
sufficiency of plurality when considered on an impartial and objective basis and in the framework of the
applicable statutory test.
Voum airequate
Yours sincerely

cc:	
	DCMS
	News Corporation
	Hogan Lovells International LLP
Allen	& Overy LLP

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le attach a letter a	addressed to .	Jon Zeff which	also partial	ly respond	is to	le	tter of yesterday.	
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**The Treasury Solicitor** Broadcasting

EX.L 11	
2-4 Cockspur Street Tel London SW1Y 5DH	
www.culture.gov.uk	

Allen & Overy LLP	Your Ref 0012561-0000367 CO:13223776.4
One Bishops Square	Our Ref
London E1 6AD	5 January 2011
_	
Dear	
News Corporation -	- British Sky Broadcasting Group Plc
Thank you for your le	etter of today's date addressed to Jon Zeff.
	f you could address correspondence from either your firm or from Hogan spondence from your client to the Department should be addressed in the Zeff, and copied to
Ofcom is working or Sky, together with a of the necessity to p	our client has not yet received a copy of Ofcom's report. We are aware that the appropriate redactions to prepare both a copy for your client and for appropriately redacted report for publication. Ofcom are, of course, aware rovide both these documents as quickly as possible, but it is, of course, edactions are effectively made. We will make the report available to you as to do so.
of State does not wis client today which m discuss process and a	netable in your letter under reply. As we have already indicated the Secretary sh to delay in making a decision, and I enclose a copy of an email sent to your nakes clear that the Secretary of State is prepared to meet your client to also, subsequently, to receive representations, and, if your client wishes, to uss the substance of the report.
I hope that this clarifurther queries.	fies the issues raised in your letter, but please do let me know if you have
Yours sincerely	



				. : : FX	·L 13
From:	* * * * * * * * * * * * * * * * * * * *		-		
Sent:		05 January 2011 19:49			
To:					
Cc:			cerer priven canonal		; ZEFF JON;
• • • • • • • • • • • • • • • • • • • •		KILGARRIFF PATRICK;	GEIST-DIVVER CAROLA		٠
Subject	•	RE: News Corporation,	/ Sky (0012561-0000367	")	
Dear					
We note	e from your letter that Of	om is, in parallel with pr	reparing a version of its	report for News, pre	paring a version
for publi	ication.		•	, A	
simultar	ous cases, it has been the neously with taking his de an made public at an earl of publication of a redacte	ecision on reference (alb lier stage). Please could	eit in circumstances wh I you confirm what DCM	ere a summary of th	e Ofcom report
Best reg	gards				
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Allen &	Overy LLP				
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London El 6AD		•			
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	From: Sent: Wednesday, Janu	uani 05 2011 6:27 DM	*** * * * * * * * * * * * * * * * * * *		
	To: Darbon, Cerry:CO (		•		
	Cc			, ZEFF JON; KILGAR	RIFF PATRICK;
,	GEIST-DIVVER CAROLA	<u> </u>			
	Subject: RE: News Co	rporation/ Sky (0012561	-0000367)		
	Dear				
	Please see attached le	etter, together with atta	ichment.		
	Regards,				

Legal Advisers to t Email:	he Dep	artment f		e, Media aı l: 0	nd Sport	•					`
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Sent: 05 January	2011 1	6:54	· : ·.	· · · · · ·	•						
To:	ZEI	FF JON			.*						
.Cc							ILGAR	RIFF PA	TRICK;	GEIST-	
DIVVER CAROLA;				<u> </u>							
<b>Subject:</b> News C	ornorat	ion/ Sky	(0012561	-0000367)		•		. •	, ,		•
Dubject. News e	orporac	JOHN DRY	(0012501		• .		•. •.			• • •	
Dear All	•	•			•			•		.:	
					•						
We attach a letter	addres	ssed to Jo	on Zeff wh	nich also p	artially re	esponds to	) <u> </u>		letter c	of yestero	day.
Kind Regards			• •	•							• * * *
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;	EX. L 14
From: Sent: To: Cc: Subject:	06 January 2011 16:56  KILGARRIFF PATRICK; GEIST-DIVVER CAROLA [CJSM] RE: IMMEDIATE: news corp./BSkyB merger: "minded to" letter
Attachments:	SB 11 01 06 - JH minded to letter to News Corp dbamdt.docx
amendment to that effect). Also	think the double may test needs to be a bit clearer (and I have suggested an o, in the light of s.104(3), I thought it was worth making clear that it was on the basis om reasoning that the reference would be made. Also I moved to "proposed" rather the language of s.04.
being merely neutral). Obvious later. Equally ! I recognise that when mentioning something w	ther in fact the dynamic analysis might contribute to a decision to refer (rather than ly if the Secretary of State does not make that clear it might be harder to rely on there are parts of the report he may be less happy about and not mentioning them nich goes against NC might seem a bit odd (albeit procedurally fine I would have I have not inserted any suggested wording.
proposed non-reference then t'	it might fray a bit at the back end – say you accept NC's response and move to others come back and you flip again, the 7 Feb date drops away because you might think for present purposes that is all too arcane,r emote and lawyerly so I am not
We have spoken about timetab	le confiden! tiality and problems with non-publication.
From: Sent: Thursday, January 06, 20 To Cc: KILGARRIFF PATRICK; GEIS	ST-DIVVER CAROLA
Importance: High	TE: news corp./BSkyB merger: "minded to" letter
redacted for Newscorp, so th	ed). Of com have confirmed that nothing in the Executive Summary will be at will be handed out this afternoon. Personally, I don't have an issue with the ; it being a minded to letter and all that, but what do you think?
Am around for about another	hour if you want to discuss.
Ta,	
Legal Advisers to the Department	nt for Culture, Media and Sport Fel: 02

From:
Sent: 06 January 2011 16:02
To: KILGARRIFF PATRICK; GEIST-DIVVER CAROLA;  Cc: ZEFF JON; SMITH KEITH; Rees Andrew (CCP)
Subject: IMMEDIATE: news corp./BSkyB merger: "minded to" letter
Importance: High
Dear all,
Please find attached a short "minded to" letter.
I have discussed this with and we think that it is better to base the decision on the report as a whole and not seek to summarise or cherry-pick. I would be grateful for views. Can lawyers ask for his views, please.
*** eSafe scanned this email for malicious content ***  *** IMPORTANT: Do not open attachments from unrecognized senders ***
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· :		EX. L 17
From:		
Sent: To: Cc:	07 January 2011 12:41	om; ZEFF JON;
Subject:	KILGARRIFF PATRICK; GEIST-DIVVER C andrea.appella Jeff.Pa RE: News Corporation/ Sky (0012561-	AROLA;
	na. news corporation, sky (co22502	
Thank you for your email.		
You will be aware that the later than the date on which	he makes his decision. The Secretary	Ofcom's report (in its redacted form) no of State has not taken a final view as to ate than he sends a copy of the report to
ur client.	ii the report, but this will be ut a later a	cate shall be series a copy of the repozition
Regards,		
Legal Advisers to the Departm Email:	ent for Culture, Media and Sport	
From: Sent: 05 January 2011 19:49		
To: Cc		ZEFF JON; KILGARRIFF PATRICK; GEIST-
DIVVER CAROLA; (  rubject: RE: News Corporat	ion/ Sky (0012561-0000367)	
Dear		
We note from your letter that for publication.	Ofcom is, in parallel with preparing a versi	on of its report for News, preparing a version
simultaneously with taking his had been made public at an e	n the practice of the Secretary of State to pside decision on reference (albeit in circumstate earlier stage). Please could you confirm wacted version of the Ofcom report in this cated	ances where a summary of the Ofcom report hat DCMS's intentions are as regards the
Best regards		
Allen & Overy LLP		
www.allenovery.com/antitrust	•	

One Bishops Square London

United Kingdom

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(0)20 3088 0088				
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From				
Sent: Wednesday	. January 05. 20	011 6:27 PM		
To:	, , , , , , , , , , , , , , , , , , , ,			
Cc:			ZEFF	JON; KILGARRIFF PATRI
GEIST-DIVVER CA	ROLA;			
Subject DE: No.	ra Cormoration (	Clar (0013E61 0000367	:	•
Subject: RE: New	s Corporation/	Sky (0012561-0000367	)	
Dear				
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Please see attach	ed letter toget	ther with attachment.	• •	•
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regards,				
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Legal Advisers to t	he Department	for Culture, Media and [el: 020	Sport	
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	he Department	[el: 020	Sport	· · · · · · · · · · · · · · · · · · ·
From: Sent: 05 January	2011 16:54		Sport	
From: Sent: 05 January	. ,	[el: 020		
From: Sent: 05 January To: Cc	2011 16:54	[el: 020		ARRIFF PATRICK; GEIST
From: Sent: 05 January To: Cc DIVVER CAROLA	2011 16:54	[el: 020		ARRIFF PATRICK; GEIST
From: Sent: 05 January To: Cc DIVVER CAROLA Jeff.Palker	2011 16:54 ZEFF JON	[r		ARRIFF PATRICK; GEIST
From: Sent: 05 January To: Cc DIVVER CAROLA Jeff.Palker	2011 16:54 ZEFF JON	[el: 020		ARRIFF PATRICK; GEIST
From: Sent: 05 January To: Cc DIVVER CAROLA Jeff.Palker	2011 16:54 ZEFF JON	[r		ARRIFF PATRICK; GEIST
From: Sent: 05 January To: Cc DIVVER CAROLA Jeff.Palker Subject: News Co	2011 16:54  ZEFF JON  prporation/ Sky	[r] [r] [r] (0012561-0000367)	αLG	ARRIFF PATRICK; GEIST
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From: Sent: 05 January To: Cc DIVVER CAROLA Jeff.Palker Subject: News Co Dear All We attach a letter	2011 16:54  ZEFF JON  prporation/ Sky	[r] [r] [r] (0012561-0000367)	αLG	
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From: Sent: 05 January To: Cc DIVVER CAROLA Jeff.Palker Subject: News Co Dear All We attach a letter	2011 16:54  ZEFF JON  prporation/ Sky	[r] [r] [r] (0012561-0000367)	αLG	
From: Sent: 05 January To: Cc DIVVER CAROLA Jeff.Palker Subject: News Co Dear All We attach a letter Kind Regards	2011 16:54  ZEFF JON  prporation/ Sky	[r] [r] [r] (0012561-0000367)	αLG	
From: Sent: 05 January To: Cc DIVVER CAROLA Jeff.Palker Subject: News Co Dear All We attach a letter	2011 16:54  ZEFF JON  prporation/ Sky	[r] [r] [r] (0012561-0000367)	αLG	
From: Sent: 05 January To: Cc DIVVER CAROLA Jeff.Palker Subject: News Co Dear All We attach a letter Kind Regards  Allen & Overy LLP	2011 16:54  ZEFF JON  prporation/ Sky  addressed to J	[r] [r] [r] (0012561-0000367)	αLG	
From: Sent: 05 January To: Cc DIVVER CAROLA Jeff.Palker Subject: News Co Dear All We attach a letter Kind Regards	2011 16:54  ZEFF JON  prporation/ Sky  addressed to J	[r] [r] [r] (0012561-0000367)	αLG	

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From: Sent: To: Cc: Subject: Attachments:	19 January 2011 10:50  KILGARRIFF PATRICK; GEIST- RESTRICTED: Newscorp 1695_001.pdf	Γ-DIVVER CAROLA
News would be spun possible in the same p	off as an independent UK plc, with roportions as the existing sharehold	Newscorp on UILs. The proposal is that Sky h publicly traded shares, distributed as far as ding in Sky (i.e. in particular 39.1% to Newscorp). e got to go to a meeting now, but perhaps we can
Theers,		
	partment for Culture, Media and Sport artment  2-4 Cockspur Street  London  S  el: 020	

EX.L19 ALLEN & OVERY

BY COURIER	Allen & Overy LLP One Bishops Square	
STRICTLY CONFIDENTIAL	London E16	AD United Kingdom
Department for Culture, Media and Sport	Tel Fax Direct	+44 (0)20 3088 0000
2-4 Cockspur Street London SW1Y 5DH		·
18 January 2011		
Our ref ABB/0012561-0000367 CO:13298735.6		
Dear		

### News Corporation - British Sky Broadcasting Group Plc

On Friday 14 January 2011, we filed - on behalf of News Corporation (News) - News' submission (the Submission) to the Secretary of State for Culture, Olympics, Media and Sport (the Secretary of State) in response to Ofcom's report dated 31 December 2010 (the Report) on News' proposed acquisition of those shares in British Sky Broadcasting Group plc (Sky) that it does not already own (the Transaction).

News submitted that, having reviewed the Submission and applying the legal test objectively on the basis of the relevant evidence, the Secretary of State can reasonably and should: (i) decide that the Transaction will not result in insufficient plurality for any audience in the UK; and/or (ii) decide that the Transaction will not operate against the public interest; and/or (iii) exercise his discretion not to refer.

As mentioned in the Submission, and without prejudice to the views expressed therein, should the Secretary of State otherwise be minded to refer the Transaction to the Competition Commission (CC), News is prepared to submit undertakings in lieu (UIL) in order to remedy, mitigate or prevent such of the potential effects adverse to the public interest which Ofcom identifies in its Report as potentially resulting from the Transaction which the Secretary of State still believes to be of concern.

A decision on UIL rests with the Secretary of State under paragraph 3 of Schedule 2 of the Enterprise Act (Protection of Legitimate Interests) Order 2003 (the Order):

"The Secretary of State may, instead of making such a reference and for the purpose of remedying, mitigating or preventing any of the effects adverse to the public interest which have or may have resulted, or which may be expected to result, from the creation of the European relevant merger situation concerned accept from such of the parties concerned as [he] considers appropriate undertakings to take such action as [he] considers appropriate."

News is submitting the attached UIL proposal at this stage to ensure that the Secretary of State has ample time to consider the UIL.

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The attached UIL proposal involves a commitment from News that Sky News will be spun off as an independent UK public limited company (Newco), with its shares publicly traded. Shares in Newco would be distributed to the existing shareholders of Sky, as far as possible, in the same proportions as their existing shareholding (so that News will retain only the same shareholding in Sky News as it currently has in Sky, 39.1%).

The corporate governance structure of Newco will also replicate the effect of the existing governance structure of Sky, which has been in place for a number of years. In particular, after closing:

- the voting agreement dated 21 September 2005 between the Sky and News which prevents News from exercising more than 37.19% of the votes in Sky will be replicated in respect of Newco;
- (b) a majority of the board of Newco shall comprise non-executive Directors determined by the board to be independent;
- (c) material transactions between Newco and News/Sky will require the approval of Newco's Audit Committee, which will consist exclusively of independent non-executive Directors. In addition Newco's constitutional documents will provide that such transactions may, depending on materiality, require an independent fairness opinion or Newco independent shareholder approval (by virtue of Newco applying controls that have equivalent effect to those imposed by Chapter 11 of the Listing Rules).

There will also be a number of commercial agreements between News/Sky and Newco, including a long-term carriage agreement which will provide Newco with a significant and committed long term revenue stream. None of the commercial agreements between News/Sky and Newco will give News/Sky any right to influence the editorial content of Sky News.

A business plan for Sky News and a letter from News' financial advisers regarding the suitability of Sky News for admission to trading will be made available to the Secretary of State in due course.

Ofcom states in paragraph 5.46 of the Report that: "As a result, today [Sky News] makes a strong and positive contribution to plurality. [...] The proposed transaction would result in Sky ceasing to be a distinct media enterprise from News Corp." The attached UIL proposal, under which Sky News would be spun off as an independent legal entity, will fully safeguard the status quo as regards the editorial independence of Sky News and will ensure that Sky News remains as a distinct media enterprise and independent broadcast voice. This fully addresses all of the concerns identified by Ofcom in its Report and relied upon by Ofcom in recommending to the Secretary of State that he refer the Transaction to the CC.

The UIL will therefore remedy, mitigate or prevent any purported effects resulting from the Transaction which have been identified by Ofcom as potentially adverse to the public interest.

With such a robust structural remedy being offered by News, it is clear that a reference to the CC would serve no useful purpose. News submits that even if the Secretary of State would otherwise be minded to refer the Transaction to the CC, the only reasonable course in light of this offer of remedies is for the Secretary of State to accept UIL at this stage.

Yours sincerely		
cc:	- News Corporation;	Hogan Lovells
International LLP	Allen & Overy LLP	Nogan Dovons

0012561-0000367 CO:13298735.6

Strictly Confidential

EX.L 20

#### **NEWS/SKY**

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EX. L 21

# SLAUGHTER AND MAY

One Bunhill Row London EC1Y 8YY T+44 (0) 20 7600 1200 F+44 (0) 20 7090 5000

Confidential

Rt Hon Jeremy Hunt MP Secretary of State Department for Culture, Media & Sport 2-4 Cockspur Street London SW1 5DH 20 January 2011

Your reference

Our reference

Direct line

Dear Mr Hunt,

## **News Corporation/BSkyB**

I write to you further to my letter of 12<sup>th</sup> January. As before, I write on behalf of BT, Guardian Media Group, Associated Newspapers Limited, Trinity Mirror PIc, Northcliffe Media and Telegraph Media Group (together the "Concerned Parties").

It is now being reported (notably in today's Financial Times) that News Corporation has offered to divest Sky News — by way of remedial undertakings in lieu of reference to the Competition Commission ("CC").

This suggests a recognition by you of the substantial plurality issues raised by the proposed merger.

In order to be an effective remedy to those issues however, a divestment of Sky News would require editorial, operational, financial and commercial independence:

- Freedom from direct editorial influence this would require, at least, that News Corporation (i)
  has no role in appointing or dismissing editors, (ii) has no role in setting editors' remuneration
  or other terms of employment, (iii) be prohibited from offering financial inducements such
  editors, such as positions in other News Corporation outlets (iv) be prohibited from
  communicating its preferences to the editor.
- Operational independence this would require that News Corporation could not impede the
  operation of Sky News in order to influence content. For example, it would not be acceptable
  for (i) Sky News to be reliant on a pool of journalists shared with News Corporation; or (ii) Sky
  News to be reliant on News Corporation's broadcasting infrastructure, where News
  Corporation could provide less favourable distribution in the event that it wished to influence
  Sky News.

CFI Saul
SM Edge
NPG Boardman
GW James
EA Codrington
RMG Goulding
CES Seligman
PFJ Bennett
RM Fins
RM Fins
CJ Airis
CJ White
NJ Archer
AG Ballour

PP Chappatte
Rift Cripps
P Joliffe
D Vandell
WSM Robmson
RV Carson
SL Edwards
JM Featherby
F Mitophy
PH Olney
CWY Underbill
OA Wareham
RJ Clark

CW Harvey-Kedy
)P Roce
MA Whetton
MD Bennett
RD de Carts
SP Hull
WJ Shree
RC Stern
JR Triggs
ECL Wydde
A Beare
JD Boyce
MEM Hattheli
KJ Hodgson
N von Burnards

jot ferin AM Hyman AM Hyman Ef Rechle Kin Davis SR Callowth NDF Gray SR Stuckhisson SR Stowell AC Ryde JAD Marks SD Warn-Nulla-suriya DA Wittman TS Bootel SJ Luder AJ McClean

CIV Eaborn
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AC Cleaver
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OR jobstons
RE Levitt
S Middlennis
RA Swillow
OCR Waterfield
DI Stckneti

PJ Cronin BJ-PF Louveaux MS Rowe MST Leung R Ooughty E Michael RR Ogle SL Patterson PC Stell HL Davies JC Putnis RA Sumray GP Grown

CNR jets
SR Nacholls
Mj Tobin
DG Watkins
BKP Yu
EC Brown
RA Chaplin
JE Edwarde
AD Joily
S-Maudgā
JS Nevin
JA Papanichota
JM Zaman
Za Ruk

CE O'Kerfe § Pharosh MD Zerdin SFL Cardett RL Cousin BJ Kingdey IAM Taylor DA tves MC Lane LMC Chung RJ Smith

Regulated by the Soliciton Regulation Authority Firm SRA number 55388

Document number EC 506591293

SLAUGHTER AND MAY

• Financial independence – this would require Sky News to have access to sufficient sources of income to continue to fund its own news-gathering and distribution. It would not be acceptable for Sky News to be reliant on News Corporation for a substantial portion of its income, such that News Corporation could threaten to reduce funding in the event that it wished to influence Sky News. On the other hand, it is difficult to see how Sky News would be viable as a stand alone operation. I note here that in its submission to Ofcom, BSkyB emphasised how reliant Sky News is on financial support from BSkyB:

"It is also relevant that Sky has invested for many years, and continues to invest, in the operation of Sky News as a distinct, impartial and independent news service, despite the unattractive returns available from such investments given the presence (among other services) of publicly funded rivals such as BBC News. Indeed, the Board of Sky (including the members of the Board connected to News Corporation) have for many years authorised growing investment in Sky News to that end as part of Sky's overall annual budgeting process."

Commercial independence – this would require Sky News to have its own market presence
e.g. with its on marketing capability. For example, it would not be acceptable for Sky News to
rely on News Corporation to market its advertising slots, such that News Corporation could
materially affect Sky News' commercial success. Any commercial deal with New Corp would
have to be at arms length.

The Concerned parties find it difficult to see how that could be achieved without wholesale divestment of BSkyB.

Divestment of stand alone Sky News would also not address concerns around bundling and other forms of exclusionary behaviour.

More generally, the issues are complex and not "clear cut". As per my earlier letter, the only sensible procedure in such a case is to refer the matter to the CC where those issues can be fully debated.

Todis Sificerely,
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/ B
•
cc.

Page 2/Jeremy Hunt/20 January 2011

FX. L 22

#### Annex 2 - Behavioural Remedies

#### 1. Introduction

- 1.1 The Concerned Parties have not yet been informed of the nature of any undertakings in lieu ("UILs") of reference to the Competition Commission ("CC") proposed by News Corporation in respect of its proposed takeover of BSkyB (the "Takeover").
- However, the Concerned Parties wish to make some general observations on the risks of accepting behavioural undertakings without a full investigation by the CC.

### 2. UILs Must Provide a Clear-cut Remedy

- 2.1 The low threshold for a CC reference<sup>1</sup> means that a reference will be appropriate unless the UILs clearly eliminate all potential plurality concerns.
- 2.2 This is consistent with the approach of the OFT in merger cases. The OFT states that:
  - "Undertakings in lieu of reference are...appropriate only where the...concerns raised by the merger and the remedies proposed to address them are clear-cut, and those remedies are capable of ready implementation."<sup>2</sup>
- 2.3 The OFT explains that the clear-cut requirement has two dimensions:
  - effectiveness There must be no "material doubts about the overall effectiveness of the remedy". Importantly, it goes on to explain that the greater the potential harm "the greater the belief must be on the part of the OFT that the undertakings comprehensively resolve" the concerns. Since news plurality is fundamentally important to the operation of a liberal democracy, the error risk of accepting inadequate UILs in respect of the Takeover is very high. As a result, UILs will only be appropriate where the Secretary of State is certain that they address the issues.
  - (ii) Complexity A remedy must not be so complex as to require unworkable resources during the first phase review. Given the challenges of ensuring editorial independence whilst under 100% ownership, any behavioural undertaking would inevitably be too complex to constitute an appropriate UIL.

<sup>&</sup>lt;sup>1</sup> A referral is appropriate if it "is or may be the case" that the Takeover "operates or may be expected to operate against the public interest" (Article 5(3) The Enterprise Act 2002 (Protection of Legitimate Interests) Order 2003.

<sup>&</sup>lt;sup>2</sup> Paragraph 8.5 OFT Mergers Jurisdictional and Procedural Guidance.

<sup>&</sup>lt;sup>3</sup> Paragraph 5.5 OFT Guidance on Exceptions to the Duty to Refer and Undertakings in Lieu of Reference.

<sup>&</sup>lt;sup>4</sup> Paragraph 5.5 OFT Guidance on Exceptions to the Duty to Refer and Undertakings in Lieu of Reference.

2.4 The OFT has noted that a behavioural remedy is especially unlikely to constitute an appropriate UIL, emphasising that "it is difficult to design them so as to ensure that there are no loopholes and, even if this is achieved, circumvention can go undetected."<sup>5</sup>

## 3. Remedy Must Ensure Sky News is Genuinely Independent

- Ofcom advised that following the Takeover there may not be a sufficient plurality of persons providing news and current affairs to UK audiences.<sup>6</sup> Ofcom was especially concerned about bringing together one of the three main providers of TV news (BSkyB) and the largest provider of newspapers (News Corporation).<sup>7</sup>
- 3.2 It is clear that in order to address these concerns in a clear-cut manner, any UIL must ensure the separation of at least the news and current affairs operations of BSkyB's TV business from News Corporation's newspapers. Unless Sky News is entirely free from control or influence by News Corporation, the undertaking will not address the concerns identified by Ofcom.

### 4. Essential Requirements to Ensure Independence of Sky News

- 4.1 In the absence of information on News Corporation's remedy proposals, we assume that any behavioural remedy would attempt to ring-fence (at least) Sky News from control or influence by News Corporation.
- The Concerned Parties consider that Sky News could only be properly ring-fenced from News Corporation if it had (i) editorial, (ii) operational, and (iii) financial independence:
  - (i) Freedom from direct editorial influence this would require that News Corporation (i) has no role in appointing or dismissing senior managers or editors, (ii) has no role in setting editors' remuneration or other terms of employment, (iii) be prohibited from offering financial inducements to editors, such as positions in other News Corporation outlets and (iv) be prohibited from communicating its preferences to editors.
  - (ii) Operational independence this would require that News Corporation could not impede the operation of Sky News in order to influence content. The editors of Sky News could not pursue an independent agenda if, for example, they were reliant on a pool of journalists shared with News Corporation or if Sky News was reliant on News Corporation for its effective distribution.

<sup>&</sup>lt;sup>5</sup> Paragraph 5.41 OFT Guidance on Exceptions to the Duty to Refer and Undertakings in Lieu of Reference.

<sup>&</sup>lt;sup>6</sup> Paragraph 7.1 OFCOM Report.

<sup>&</sup>lt;sup>7</sup> Paragraph 5.124 OFCOM Report.

(iii) Financial independence – this would require Sky News to have access to sufficient sources of income to continue to fund its own news-gathering and distribution. The editors of Sky News could not pursue an independent agenda if, for example, News Corporation could threaten to reduce funding.

The importance of financial influence has been noted by Andrew Neil (a former editor of The Sunday Times whose independence was notionally protected by a behavioural undertaking (see further below). Neil explained that if he sought to remain in post following a serious disagreement with Rupert Murdoch "my position would have become untenable…he would have found ways of making life pretty intolerable for the editor. It would not have been a case of just being fired right away, but it would have been a case of money drying up, budgets not appearing."8

- 4.3 It is clear from the above that an undertaking relating only to editors or editorial staff would be wholly inadequate to ensure that Sky News was genuinely independent of News Corporation. First, even if the editors' positions were safeguarded, it would be unrealistic to expect that they would be indifferent to indirect influence. Secondly, even if the Sky News editor was entirely free from influence, News Corporation could still use operational or financial control to reduce Sky News' ability to contribute to plurality. There are a range of means that could be used to indirectly influence editors or reduce Sky News' contribution to news plurality. For example, even if News Corporation is restricted from appointing/dismissing editors, it could influence editors or otherwise reduce Sky News' contribution to news plurality if it was able to, for example:
  - (i) Appoint other senior management who were hostile to the editors;
  - (ii) Dismiss staff whom the editors considered to be important team members (but who are not covered by any undertakings);
  - (iii) Cut the Sky News budget; or
  - (iv) Reduce Sky News' distribution on the BSkyB network.
- 4.4 Furthermore, it is not sufficient to maintain Sky News in stasis with the risk that its contribution to plurality gradually diminishes through lack of investment and innovation. Any effective remedy must ensure that it has the means to develop and innovate such that it can continue as a leading news provider in a rapidly evolving media market. For example, it would be necessary to ensure that News Corporation could not withhold any investment in Sky News which is essential to take advantage of future technological developments. If this investment is not guaranteed by the undertakings, the threat of

<sup>&</sup>lt;sup>8</sup> Paragraph 189 House of Lords Select Committee on Communications "The Ownership of the News" (2008).

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withholding investment is another means by which News Corporation could influence Sky News or otherwise reduce its contribution to new plurality.

- News Corporation to influence Sky News but also address the risk that individuals at Sky News exercise voluntary (even subconscious) self-censorship such that it does not pursue a genuinely independent agenda. This process of self-censorship within News Corporation has been described by Bruce Guthrie (former editor of The Herald Sun) who explained that "At News Limited, the almost instinctive reaction to everything is "What will Rupert think?". It doesn't matter whether you're an editor, or a commercial manager or a section head; you put your views through this kind of filter." As outlined in the Concerned Parties submission to Ofcom dated 19 November 2010, this form of self-censorship seems inevitable given that any editor must be expected to give some regard to the views of the ultimate boss. It is not clear how a behavioural undertaking can guard against the Sky News agenda being influenced as a result of this type of self-censorship and such issues require a full investigation by the CC.
- 4.6 It is clear that any behavioural undertaking which sought to address the above issues would be immensely complex and therefore inappropriate as a UIL. For example, it would be necessary to specify the circumstances in which News Corporation would be required to invest in Sky News. This complexity in turn increases the risk that any behavioural undertaking could not be effectively enforced because it would be very difficult to distinguish a legitimate commercial decisions from illegitimate attempts to influence Sky News' policy. For example, in the event that News Corporation refused a proposed investment in Sky News it would be very difficult to discern whether this was an attempt to discipline an unsatisfactory editor or a legitimate decision based on a commercial analysis of the proposal.

### 5. Precedents Confirm Difficulties with Behavioural Undertakings

- 5.1 The above concerns in respect of behavioural undertakings are compounded by experience in previous cases where News Corporation has given behavioural commitments to safeguard editorial independence.
- 5.2 The Concerned Parties submission to Ofcom dated 19 November 2010 provides a range of evidence on the ineffectiveness of the editorial independence undertakings provided by News International when it purchased The Times in 1980. This includes evidence from two editors and one of the independent directors that the undertakings were ineffective. This evidence is consistent with the view of the House of Lords Committee on Communications which stated that "it is questionable how effective the Independent National Directors [the system required by the undertakings] have been...".10

<sup>&</sup>lt;sup>9</sup> Interview with Australian Broadcasting Corporation 12 October 2010.

<sup>10</sup> Paragraph 217 House of Lords Select Committee on Communications "The Ownership of the News" (2008).

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5.3 When News Corporation acquired Dow Jones (the company that owns The Wall Street Journal) it agreed to appoint a Special Committee. The Special Committee's approval is required (amongst other things) to dismiss an editor. However, reports suggest that News Corporation was able to change the editorial staff of the newspaper notwithstanding these arrangements. For example, it is reported that managing editor Marcus Brauchli was induced to resign (avoiding the need for approval from the Special Committee) shortly after the acquisition was completed.

### 6. Conclusion

- In light of the above issues, the Concerned Parties consider that a behavioural remedy will not satisfy either limb of the OFT's "clear-cut" criteria.
- 6.2 First, given the range and complexity tactics that News Corporation might use to influence Sky News, it is not possible to draft behavioural undertakings which would effectively preserve Sky News' independence to the exclusion of any material doubt. Secondly, any undertaking which sought to address all of the relevant issues would be much too complex to be appropriate as a UIL.
- 6.3 Accordingly, it is clear that no behavioural undertaking would be appropriate in lieu of a reference to the CC.

508908394

EX.L 23 From: KILGARRIFF PATRICK Sent: 21 January 2011 12:45 To: Cc: ZEFF JON Subject: FW: Call fyi From: KILGARRIFF PATRICK Sent: 21 January 2011 12:44 To: Cc: **GEIST-DIVVER CAROLA** Subject: RE: Call hanks. Happy to host you here at 2-4 Cockspur St (DCMS) at 3pm if that works for you but if you prefer a telecom at 3pm that is fine. I tend to think face to face works better where time and geography permit. **Patrick** From: Sent: 21 January 2011 12:38 To: KILGARRIFF PATRICK Cc: GEIST-DIVVER CAROLA Subject: RE: Call Patrick -Thank you. We will liaise with going forward as our principal point of contact. We would like to have a discussion on timing and process as agreed at the meeting yesterday, and in particular, to rive you our views on due process and the appropriate statutory framework for the review. 3pm work for us - if convenient, we would be happy to meet in person, or alternatively, we can discuss over the phone. bur external counsel, will be joining us. Best

General Counsel, Europe & Asia News Corporation 3 Thomas More Square London F98 1FX

From: KILGARRIFF PATRICK [			_		
<b>Sent:</b> 21 January 2011 12:00 PM					
To: Cc:			GEIST-DIV	VER CAROLA	• .
Subject: RE: Call			GLIST DIV	VER CAROLA	
,				•	,
Apologies for not having a business card	to give you yesterda	y – details l	below.		•
					•
	in point of DCMS leg	•			ady been dealing
t would be helpful from ou	•		-	•	email is
above and her direct line is (	Carola, email abo	ove, direct li	ine (	will also	be very much
involved.					
fear we cannot make a telecom at noon	would 2nm this aff	tornoon wo	rk for you?	Ma may ar may	, not have
external counsel with us. It would be help	•				y not nave
external counsel with us. It would be nei	prur ir you coulu seri		t note to for	ili ali agenua.	
Two minor additional points. On further	review of the legisla	tion, we no	w believe th	nat the timetab	le for consultation
on any UILs the SoS would consider acce					
practice as we suggested yesterday).	pania is statutory in	p ,	(,,,,		,
, , , , , , , , , , , , , , , , , , , ,					
And second, under government secure in	nternet standards, tl	nese email a	addresses ai	re not suitable	for the
communication of any sensitive commer					
arrangements					• •
		£7			
Best	•				
Patrick		•			,
Patrick Kilgarriff			,		
Legal Director				•	•
Department for Culture, Media and Spor	rt .				•
2-4 Cockspur St London SW1Y 5DH					
LOUIDOU 244 LA 2014					
	• •				
		•			,
From					
Sent: 21 January 2011 10:46					
To: KILGARRIFF PATRICK					
Cc:					
Subject: Call					
					•
Patrick -					
			11 ***		1 1.
We just tried to reach you in your office		set up a ca	ill with you a	and your exteri	nai counsel to
follow-up on our discussions from yeste	rday.				
Mandana ha matala a a a a	3				
Would you be available at noon to discu	ISS (			•	

•					
					EX.L 24
From: Sent: To: Cc:	21 January 2011 KILGARRIFF PATE				
Subject:	[CJSM] RE: RESTR	•			
Not sure I fully understand to the second point.	his first point on s.93 ar	nd I see your po	int but perhaps t	here is an issue	here which links
On the second point, isn't t resolve the issue and then s the aim. In other words, he News are suggesting that w involved the OFT) that seen	says to the OFT, you go e must think there is sor re must conclude that the	and see whethe me potential bef	r you can sort ou ore he goes into	t something the	at would achieve n on them. But if
ooking at the OFT approach suitable remedy, it will indi- it is considering whether to principle, the UIL could rem be sent to see whether it ca	cate that the test for re accept such UIL's. Perl nedy the PIC concern. A	ference is met b haps what AB is	ut the that the d saying that the S	uty to refer is s oS must have a	uspended because view that, in
Perhaps what they are sayi entity (which shareholding accept in p rinciple that this enough if it is workable. The the remedy or otherwise. It saw the benefit of the remedand then conclude in due of	as previously) and then s is an acceptable remed nat leaves a funny sort o However, I do not see the edy so long as it was wo	n we w! ill negoti dy. I understanc of a situation wh his as a major pr orkable, you we	ate on how this v I the SoS to be th ere the negotiati oblem because i	will be achieved hinking that the ons could reven f we were to m	d if you, SoS, remedy may be al the viability of ake clear that we
In any event, their key posi involved ie. their first point !;	•	•	• .	•	OFT becomes
id they say anything abou	it Ofcom at all? It is Ofc	com as a wild car	d which may be	more importan	nt.
There is one other point the proportion is in principle find NC and, if they don't, in du	ne, I can see him being	beaten which th			
Give me a quick call if you	would like to discuss.				
In any event, I would work erence (and, in practice ho		and or OFT h	ow the Sky/ITV s	tuff worked last	t time for ref
				•	

From:

Sent: Friday, January 21, 2011 5:07 PM To: Daniel Beard

**Cc:** KILGARRIFF PATRICK; GEIST-DIVVER CAROLA **Subject:** [CJSM] RESTRICTED: Newscorp

We've just met with on which it would b		ar views.	and a couple of issues have been raised
accept the undertaki must be wrong, becarather than having n procedure under sec given that section 93	permit the SoS to goings. He's going to pause section 93(1) remade a decision in partion 73, but I think is clearly predicated.	o to the OFT before he put something in write efers to the So S "contrinciple as to whether we are rather in differed on the OFT not ha	was quite forceful in suggesting that he has made a decision in principle that he will ing, but my preliminary view on! that is that it asidering whether to accept undertakings", or to do so or not. His analogy was with the OFT rent (although I'd accept analogous) territory, aving a role. Moreover, the OFT does not told (or content at least) that I'm wrong and he
considered that OFT and that its remit is	Γ must only conside narrow; it i! s effect riew, although I thin	r undertakings which tively told what the S	rather flows from the first, was that the SoS has decided he is minded to accept, oS would accept, and then negotiates around section 93(6), which provides for the OFT to
is not yet finalised, table are clearly onl (probably by way of undertakings given	and that they must by for News (becaus) f parallel undertaking by News. Do you a	e they apply to a post ng) indicating their in	ely. It occurred to me that whilst the UILs on the t-merger world), we need something from Sky tention not to do anything to undermine the should we be publishing/approaching the OF!
not instructed to dea	ake place with us in al directly, so if ther	the first instance. It	discuss. We'd considered this, and would prefer hought it might be easier to confirm that you're so, there's a clear line to take. This isn't a trying leed to know that we're sighted on everything.
Thanks!			
Legal Advisers to the Treasury Solicitor's D Email	epartment [2-4 Cocks]	re, Media and Sport pur Street  London  SW el: 020	Www.culture.gov.uk
***  ********	*****	*******	**********
This email and its c If you are not the in	contents are the prop ntended recipient of		ent for Culture, Media and Sport. delete it.
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This e-mail message	ge has been scann	ed for Viruses and C	Content and cleared by MailMarshal
_			ce Secure eMail service. *** ogel Cyfiawnder Troseddol ***

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From:	
Sent:	24 January 2011 08:40
To:	
Cc:	KILGARRIFF PATRICK; GEIST-DIVVER CAROLA
Subject:	[CJSM] RE: RESTRICTED: Newscorp

Further to the email below etc. I was thinking briefly about process over the weekend.

Is it overly simplistic to think of five broad options:

- 1. Publicise "intended to refer" and Ofcom Report and NC/Sky submissions; indicate *proposing* to accept these undertakings in lieu and start! min 15 day consultation process;
- 2. Publicise "intended to refer" and Ofcom Report and NC/Sky submissions; indicate *proposing* to accept undertakings in lieu but say we are in process of discussing with NC and will follow process of consultation in due course ie. with a min 15 days from when indicate minded to accept developed UILs;
- 3. Publicise "intended to refer" and Ofcom Report and NC/Sky submissions; indicate *considering whether* to accept undertakings in lieu but say we are in process of discussing with NC and will follow process of consultation in due course ie. with a min 15 days in due course;
- 4. Publicise "intended to refer" and Ofcom Report and NC/Sky submissions; indicate considering whether to accept undertakings in lieu and say we are in process of discussing! with NC; publish outline of proposed UIL's at this stage; indicate that if minded to accept UIL's will publish for further consultation ie. 15 days on details:
- 5. Publicise "intended to refer" and Ofcom Report and NC/Sky submissions; indicate considering whether to accept undertakings in lieu and say we are in process of discussing with NC and that an outline of the sort of UIL we might be minded to accept will be published in due course which will then be the subject of more detailed negotiations and further consultation ie. 15 days on details:

Antion 1 is NC's preferred choice ie. delay announcement a week and then say intending to refer but think that in principle these UIL's could work and will hear views. Difficulty for SoS is that he would be saying even now when there are a couple of categories of concern in his mind, that he was in principle accepting a hive down of a viable entity. Further issues: legal, practical and political? ON law, if objections to the basic premises of the UIL (such as hive down to existing shareholders) only come out in 15 day consultation, risks being a messy iterative process (especially if Ofcom only comes in at that stage). If SoS later accepts UIL's could then face a greater risk of due process challenge. Also, on practicalities this option seems much faster than orthodox OFT approach (insofar as I understand it – this is from website not first hand knowledge) where OFT! initially indicates nature of UIL's they propose to accept and then negotiate – need to check with OFT. Given that some devil could be in the detail, that might be a cause for concern. On the other hand, speed is generally a virtue. Politically, I can see a number of attendant risks of this sort of acceleration to the benefit of NC but that is not for me.

Option 2 is closer to the orthodox OFT process (as I understand it) and so would avoid some of the practical issues which might arise (although it must be noted that NC seem to think they won't arise). Again, difficulty for SoS may be that he would be appearing at this stage to committing to the UIL's when he wants more thinking about them (and comment from others) before he says that (therefore attractiveness somewhat depends o! n where he has got to). Also political issues arise again I imagine.

Option 3, risks just tantalising the world and causing speculation but might avoid two rounds of submissions from interested parties (though I doubt it, the first round will just be based on leaks/rumours and include due process

pre-emptive indignation). This option (like option 2) would, however, give plenty of room to ensure any Ofcom concerns were smoked out.

Option 4, effectively indicates early what the gist of issue is but without commitment by minister (beyond, these UIL's are well worth exploring).

Option 5, extends process! further by introducing preliminary discussion stage. Doubt that will assist matters.

On balance I can see a lot of force in option 4 (which is effectively where we were pre-NC discussion). Two concerns though: (a) not following OFT route — is there a risk of criticism (yes but a lack of commitment by minister that he is in principle minded to accept UIL is unlikely to strengthen position of potential non-NC challengers and NC will probably live with it...what could they do JR for not making a preliminary decision?); (b) whether unlawful not to commit to UIL's in principle but merely "put them out there" — do not currently see that and await Antonio's missive.

Obviously, all of the above is a bit rough and read y (and could benefit from your talking to OFT about how things work in practice normally – even though we are not dealing with normal here), I just thought it might be of assistance when you are thinking about all of this.

Sheak anon.	
	Hardraniae status
From: Sent: Friday, January 21, 2011 5:07 PM To: Daniel Beard	
Cc: KILGARRIFF PATRICK; GEIST-DIVVER CAROLA Subject: [CJSM] RESTRICTED: Newscorp	
We've just met with and and a couple of issues have been raised on which it would be useful to have your views.	d
The first is the stage at which the SoS can go to the OFT. was quite forceful in suggesting that section 93 does not permit the SoS to go to the OFT before he has made a decision in principle that he vaccept the undertakings. He's going to put something in writing, but my preliminary view on that is that must be wrong, because section 93(1) refers to the SoS "considering whether to accept undertakings", rather than having made a decision in principle as to whether to do so or not. His analogy was with the OFT procedure under section 73, but I think we are rather in different (although I'd accept analogous) territory, given that section 93 is clearly predicated on the OFT not having a role. Moreover, the OFT do not request itself to consider undertakings. But I'm happy to be told (or content at least) that I'm wrong and he is right.	es
The further issue in relation to section 93, although I think it rather flows from the first, was that considered that OFT must only consider undertakings which the SoS has decided he is minded to accept, and that its remit is narrow; it is effectively told what the SoS would accept, and then negotiates around t I can see that view, although I think it slightly ignores section 93(6), which provides for the OFT to give appropriate advice to the SoS.	
The other position on which we'd be grateful for views is that of Skymade clear that the deal with S is not yet finalis! ed, and that they must be dealt with separately. It occurred to me that whilst the UILs of	•

the table are clearly only for News (because they apply to a post-merger world), we need something from

undertakings given by News. Do you agree? If that's right, should we be publishing/approaching the OFT/Ofcom without an indication from Sky that they will do so?
As a final issue,
Thanks!
Legal Advisers to the Department for Culture, Media and Sport Treasury Solicitor's Department  2-4 Cockspur Street  London  S! W1Y 5DH
Emai   Tel: 0.   fax: 020
www.culture.gov.uk
*********************
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EX.L26

From: Sent: To: Cc: Subject: Attachments:	RE: [CJSM] FW: News/	GEIST-DIVVER CAROLA Sky - Strictly Private andCo	onfidential(0012561-0000367) 24 Letter AO (2) db amdt 2.2	
Following on from our heamendments and rearra sufficiently neutral sign of Version 2.3cln is the mo	ngements. One thing I off. I do not know whet	have not included is s her this would be app	some sort of friendly but ropriate.	naes
	hanges were made to			3
Let me now if you need	anything else.			٠,
Original Message From: Sent: Monday, January To: Cc: KILGARRIFF PATR Subject: RE: [CJSM] FV	24, 2011 3:18 PM ICK; GEIST-DIVVER (		al(0012561-0000367)	
		•		
Draft response as attac	ned,			
:				÷
Legal Advisers to the D Email:	epartment for Culture, I Tel: (			
Original Message From: Sent: 24 January 2011 To: Subject: Re: [CJSM] FV	13:36	Private and Confidenti	al(0012561-0000367)	
Will call after court.		•		٠
On 24 Jan 2011, at 11:	07.	:		

Not digested in any detail yet, but I'll let you know our thoughts here discuss at some point, Court commitments willing.	e so that perhaps we can
Just so that you are aware, the SoS plans to go with the Plan B disc	cussed at the meeting.
Legal Advisers to the Department for Culture, Media and Sport Email:	
From: [mailto:Cerry.Darbon( Sent: 24 January 2011 10:59	
To: Cc:	
Subject: News/Sky - Strictly Private and Confidential (0012561-000	0367)
Dear \	
Please find attached a letter from	•
Kind Regards	
^llen & Overy LLP	
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One Bishops Square London	
E1 6AD	
Tel: + 44(0) 20 3088 0000 DDI: +	

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CO-#13326012-v9-Letter\_to\_DCMS\_re\_UIL\_Consultation.pdf>

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\*\*\* Anfonwyd y neges ebost hon drwy wasanaeth ebost Diogel Cyfiawnder Troseddol \*\*\*

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TSO LAW AT THE HEART OF GOVERNMENT

The Treasury Solicitor Broadcasting

2-4 Cockspur Street Tel London SW1Y 5DH Fax www.culture.gov.uk

Allen & Overy LLP

One Bishops Square London E1 6AD Your Ref

department for culture, media and sport

24 January 2011

Dear

News Corporation – British Sky Broadcasting Group Plc

Thank you for your letter of 24 January 2011.

I note that draft undertakings will be received in these offices shortly.

We have taken on board the representations you made as to process, both at your meeting with the Secretary of State, and at our meeting on Friday. We understand that you are concerned that the process be transparent, expeditious and legally sound. The Secretary of State shares those concerns entirely.

Turning to the specific matters you raise:

### Role of the OFT

We agree that the Secretary of State is not obliged, but has a discretion, to involve the OFT in process of consideration of undertakings. However, we do not agree that section 93 is as prescriptive as your letter implies. We do not read the section as requiring the Secretary of State to take an "in principle" decision to accept a proposal you have made before the OFT could become involved. Nor do we understand the basis for any suggestion that the OFT can only be involved in "issues regarding the implementation" of any UIL's, that does not seem to us consistent with the wording of s.93.

In addition, we would note that your reference to the words "...undertakings which [the Secretary of State] would be prepared to accept..." as support for an interpretation that the OFT can only be involved after an "in principle" decision seems to us not to recognise the impact of the directly preceding words of that sub-section: it is clear from them that the OFT can be required to consult with a view to discovering whether a person will offer such undertakings.

We consider that the statutory scheme permits the Secretary of State to take the view that he





improving the quality of life for all

Department for Culture, Media and Sport

should consider whether to accept the undertakings your client has offered and allows him to involve the OFT in that process of consideration. If the Secretary of State reaches a position that he proposes to accept the undertakings in lieu of a reference, he will, of course, put them out for consultation as required under the terms of the Enterprise Act.

### Role of Ofcom

We were not entirely sure we understood your observation that Ofcom does not have any defined statutory role in relation to undertakings. We consider that accepting any undertakings in lieu of a reference would amount to the taking of enforcement action by the Secretary of State and, as such, would fall within the scope of s. 106B of the Enterprise Act (read with the Legitimate Interests Order). On that basis it would seem to us that the Secretary of State is clearly permitted to seek Ofcom's advice.

Quite apart from the statutory powers, however, it seems to us that there is a real benefit in understanding the views of Ofcom (and the OFT) in relation to any proposals you are making. It would seem to us that understanding those bodies' thoughts earlier rather than later in the process will ensure that any undertakings the Secretary of State might be minded to accept would be more fully worked out and any potential difficulties dealt with. Equally, if they raised concerns that the undertakings were unworkable or insufficient, it would, again be better to know sooner.

# Publication of the Ofcom report

As we discussed on Friday, the Secretary of State is required to publish the Ofcom report either on or before publication of his own decision on whether to refer a transaction subject to a European Intervention Notice. We do not accept that a decision to publish the report in advance of a substantive decision would harm the process. It is clearly envisaged by the statutory regime.In the present case the Secretary of State considers such a step appropriate.

### **Conclusions**

You have asked that we confirm whether the Secretary of State is minded to publish Ofcom's report in advance of the publication of any decision he may make in principle on the undertakings offered by your client. We can confirm that it will be published tomorrow [and we have already had contact with News Corporation and indicated that to them]. You indicated that upon such confirmation, you will provide a non-confidential bundle of News' submissions for publication alongside that report. We Junderstand from News Corporation that such a bundle has been prepared, for which we are grateful.]

	•	-					
In relation to your fin requirements of due p ensure that if he prop on those undertaking	orocess und oses to acc	er the statu ept underta	tory scheme kings in lieu	are complied from News C	d with and	d will, thei	efore,
Yours sincerely							
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				EX.L 29
From: Sent: To: Cc: Subject: Attachments:	31 January 2011 16:50  RE: Newscorp/BSkyB r letter to Slaughter & l	merger		
Dear	•			
We've no additional co	omment on your letter.	·		
I attach here the letter comments please let n	we propose to send to Slaughten ne know.	r & May first thing to	morrow too. If a	anyone has any
From: Sent: 31 January 2013 To:	16:40			
Subject: RE: Newscor	p/BSkyB merger			
				·
Many thanks for se	ending this on.			
appropriate, given	her 'he proposes to follow the that the Secretary of State i bach is provided for by Sche	s required to follo	w Schedule 1	0? Perhaps more
I think we agreed t is it worth adding 'l 'nem in this respon	hat it would be helpful for O note that you have written ise.'?	fcom and OFT to a similar letter to	be copied on Ofcom and th	the response? If so, e OFT. I am copying
Thanks			•	
Fleetbank House   2-8	Salisbury Square   London EC4	Office of Fair Trading Y 8JX   T: + 44 (0)20		1
From: Sent: 31 January 201 To: Cc: Subject: Newscorp/B				
Dear All,				
Slaughter and May.	morning's meeting, please see I think this covers all the point	ts. I have not set ou	t the timescale	s within which the SoS

	derstand that is confirming sepa ers. I will amend the letter to confirm the first thing tomorrow morning. In the r	that I am copying		nd aim
Regards,				
·				
	the Department for Culture, Media and St r's Department 12-4 Cookspur Street (Lond Tel: 1		www.culture.gov.uk	
******	**********	******	******	
If you are not th	its contents are the property of the De he intended recipient of this message, ail is recorded and stored for a minim	please delete it.	ire, Media and Sport.	
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files transmitted with	sent to or from the OFT are subject to recording and it are confidential and intended solely for the use of lease notify administrator@oft.gsi.gov.uk immediate	the individual or entity to		
The Office of Fair Tra	ading			
Fleetbank House, 2-	6 Salisbury Square, London EC4Y 8JX Switchboard	i (020) 7211 8000 Web S	Site; http://www.oft.gov.uk	
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		EX.L 30
From: Sent:	01 February 2011 12:39	
To: Cc:	Navia Campanation /DClash	
Subject: Attachments:	News Corporation/BSkyB 110201 Letter S&M.pdf	
Dear		
Please see attached letter in reelectronically.	sponse to your own of 27 January. Please note	that this letter will only be sent.
Regards,		and the second of the second o
Legal Advisers to the Department Treasury Solicitor's Department	for Culture, Media and Sport 2-4 Cockspur Street  London  SW1Y 5DH	

	م بر <sub>ا</sub>					٠	EX.L	.31
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Slaughter a One Bunhil London EC	ll Row			Your Ref Our Ref	BJFL			
By email o	nly			1 Februar	y 2011		-	
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Dear	<u>,                                      </u>					• • • • • • • • • • • • • • • • • • • •		
News Corp	poration/BSk	уВ		•••				
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the consid	eration of this	e has made cle matter. Such on on propose	an approac	h is laid out	in Schedu	le 10 of the		
statement Secretary	, set out the r	quests made to oles of each or s to proceed a	ganisation	in this proce	ss. So far a	as timing is a	concerned,	the
l am copyi	ing this letter	to the OFT an	d to Ofcom	to whom I	understand	l you have a	lso writter	1.
Yours sinc	oroly				•	· .:		•
TOULS SINC	erety,							
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rom:						
ent:	01 February	y 2011 12:07				•
o: c:						•
ubject:	News Corp	oration/BSkyB	Merger - respo	onse from	Dfco	m
Attachments:	Lttr	01.02.11.				•
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)ear			•			•
lease see the attached letter	from	in respons	se to vour lette	er of 27 January	, 2011	
icase see the attached letter	TOTAL .	III Leshour		a or 27 January	, 2011.	*
ours sincerely						
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Ofcom '						
Riverside House Za Southwark Bridge Road	•					
London SE1 9HA 020 7981 3000						
www.ofcom.org.uk	•					
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1 February 2011		•					
Slaughter and May One, Bunhill Row London EC1Y 8YY						Direct line Email:	
Dear					-		
News Corporation/	BSkyB me	rger					
I refer to your letter considering undertal steps.			-				
In accordance with t 25 January 2011, O section106B of the I lieu proposed by Ne in Ofcom's report.	fcom has b Enterprise <i>l</i>	een asked to Act 2002, on t	advise th he exten	ne Secreta t to which	ry of St we thinl	ate, under k that unde	rtakings in
I understand that the steps.	e Secretary	of State is re	esponding	g to you se	paratel	y on the tim	ning for next
Yours sincerely							
Steve Unger							•
_toto origin							
cc.		DCMS	•	,			

Riverside House 2a Southwark Bridge Road London SE1 9HA Telephone + 44 (0)20 7981 3000 Facsimile + 44 (0)20 7981 3333

www.ofcom.org.uk

EX.L33

From:		
	00.5 1 00.1 10.00	
Sent: To:	02 February 2011 10:23	
Cc: Subject:	Letter from	
Attachments:	News - Sky - response to Slaughter and May letter of 2	7 January 2011.pdf
Importance:	High	
Dear		•
Please find attached a letter	r from:	
nanks		
Idliks		
EC4Y 8JX   T: (	of Fair Trading   Fleetbank House   2-6 Salis	bury Square  London
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ene Office of Fair Trading		
Fleetbank House, 2-6 Salisbury Square,	London EC4Y 8JX Switchboard (020) 7211 8000 Web Site: http://www	<u>r.oft.gov.uk</u>
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# Office of Fair Trading

Slaughter and May		
One, Bunhill Row		•
London		
EC1Y 8YY		•
cc. DCMS,	Ofcom	
Your ref	Direct line	
Our ref	Fax	
Date 2 February 2011	Email	
Dear		
	•	
Proposed acquisition of BSkyB	by News Corp	
Froposed acquisition of boxyb	•	
Proposed acquisition of boxyb		
	uary 2011 in relation to the above ma	atter.
	uary 2011 in relation to the above ma	atter.
I refer to your letter of 27 Janu	uary 2011 in relation to the above ma	
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INVESTOR IN PEOPLE

Office of Fair Trading Fleetbank House 2-6 Salisbury Square London EC4Y 8JX Switchboard: (020) 721 1 8000 www.oft.gov.uk SLAUGHTER AND MAY

EX.L34

One Bunhill Row London EC1Y 8YY T+44 (0)20 7600 1200 F+44 (0)20 7090 5000

Rt Hon Jeremy Hunt MP Secretary of State Department of Culture, Media & Sport 2-4 Cockspur Street London SW1Y 5DH

Your reference
Our reference
Direct line

9 February 2011

Dear Mr Hunt

### News Corporation / BSkyB (the "Takeover")

I write on behalf of BT, Guardian Media Group, Associated Newspapers Ltd, Trinity Mirror Plc, Northcliffe Media and Telegraph Media Group (the "Concerned Parties").

I refer to your news release of 25<sup>th</sup> January and to my subsequent correspondence with DCMS, OFT and Ofcom.

We understand that the process you envisage would require Ofcom (working with OFT) to assess undertakings in lieu of reference to the Competition Commission (the "CC") without the involvement of interested third parties. Third parties would instead only be consulted after Ofcom/OFT have reported to you and after you have concluded that you are minded to accept such undertakings.

It is our view that this process would be unfair and would fail to meet the normal procedural standards of merger control and public law more generally.

Those standards envisage that in the absence of a clear-cut remedy, a case raising potential concerns (as is clearly the case here) should be reviewed by the CC. As you will be aware, the CC process is transparent and provides for the full involvement of interested third parties.

At the very least, the Concerned Parties should be consulted upfront on the broad structure of any proposed remedy (consistent we understand with previous Ofcom practice).

CH Sauf
SM Edge
NPC Boardman
GW James
EA Codrington'
RMG Coulding
CES Seigman
PFJ Bennett
RM Fox
RJ Thornhill
GJ Airs
CP White
NJ Archer
AG Balfour
CM Horton
EA Barett

PP Chappatte
RJN Cripps
P Jolliffe
CD Randell
WSM Robinson
SL Edwards
JM Featherby
F Mupthy
PM Olney
PH Stacey
CWY Underhill
OA Wareham
RJ Clark
SJ Cooke
DL Finkler

CW Harvey-Kelly JO Rice
MA Whelton
MD Bennett
RD de Carle
SP Hall
WJ Sibree
RC Stern
JR Triggs
EGL Wylde
A Beare
JD Boyce
MEM Hattrell
KJ Hodgson
N von Bismarck
PWH Brien

JM Fenn AN Hyman AC Johnson EF keeble KR Davis SR Galbraith NDF Gray MS Hutchinson SR8 Powell AC Ryde JAD Marks SD Warna-kula-sur DA Wittmann

C. Iwentyman
GN Eaborn
HK Griffiths
STM Lee
AC Cleaver
EJD Holden
KM Hughes
G Iversen
DR Johnson
RE Levitt
S Middlemiss
RA Swallow
DCR Waterfield
DJ Bicknell
CS Cameron
CA Connolly

PJ Cronin BJ-PF Louveaux MS Rowe MST Leung R Doughty E Michael RR Ogle SL Paterson PC Snell HL Davies JC Putnis RA Sumroy GP Brown

MJ Dwyer CNR Jeffs SR Nicholts MJ Tobin DG Watkins BKP YU EC Brown RA Cheplin J Edwarde AD Jolly S Maudgil JS Nevin JA Papanichola JM Zaman RA Byk GA Miles

GE O' Keefe
T Pharoah
MD Zerdin
SFL Cardell
RL Cousin
BJ Kingsley
(AM Taylor
DA Ives
MC Lane
LMC Chung
RJ Smith

Regulation Authority
Firm SRA number 55388

Document number EC 508893112

#### SLAUGHTER AND MAY

### The Takeover raises substantive issues warranting a CC reference

Ofcom's advice to you was clear:

"[W]e believe there is a need for a fuller second stage review of these [plurality] issues by the Competition Commission to assess the extent to which the concentration in media ownership may act against the public interest, and we advise the Secretary of State accordingly."

It is apparent from your news release that you agree with that advice.

### No clear-cut remedy has been proposed

A "clear-cut" remedy is one where the "effectiveness or proportionality of the proposed undertakings in lieu may [not] be questioned".<sup>2</sup>

The Concerned Parties understand that no clear-cut remedy has been proposed. According to press speculation, the remedies being explored involve instead the divestment of Sky News or more likely, some form of behavioural commitment from News Corporation.

I have previously written to you outlining the concerns around a divestment of Sky News. A copy of my earlier letter is attached at Annex 1. I note that Ofcom also concluded that such a divestment would risk "a potentially perverse outcome for plurality" in the absence of a credible purchaser. It is clear that such a remedy cannot be "clear-cut".

The OFT's policy on behavioural remedies generally is clearly stated (and consistent with established procedure in other jurisdictions). The OFT considers it "unlikely" that such remedies would be acceptable absent a CC reference.<sup>4</sup> Ofcom also reported that there "was significant scepticism as to the effectiveness of behavioural remedies as a mean of guaranteeing the editorial independence of Sky News from News Corp".<sup>5</sup> I attach at Annex 2 a paper which outlines the concerns with such a remedy in this case. Such concerns mean that a behavioural remedy

<sup>&</sup>lt;sup>1</sup> Paragraph 7.2 Ofcom report on public interest test on the proposed acquisition of British Sky Broadcasting Group plc by News Corporation (the "Ofcom Report").

<sup>&</sup>lt;sup>2</sup> Paragraph 8.4 OFT Guidance: Mergers – substantive assessment guidance

<sup>&</sup>lt;sup>3</sup> Paragraph 7.6 Ofcom Report.

<sup>&</sup>lt;sup>4</sup> Paragraph 8.10 OFT Guidance: Mergers – substantive assessment guidance

<sup>&</sup>lt;sup>5</sup> Paragraph 7.4 Ofcom Report.

#### SLAUGHTER AND MAY

cannot be "clear-cut" and is therefore inappropriate in the absence of a full investigation by the CC.

### Accepted merger procedure requires a reference to the CC

Under the accepted merger procedure there is a reference to the CC whenever the initial investigation identifies potential concerns which are not subject to a <u>clear-cut</u> remedy. In respect of competition cases, the OFT's guidance notes that:

"Undertakings in lieu of reference are...appropriate only where the...concems raised by the merger and the remedies proposed to address them are clear-cut, and those remedies are capable of ready implementation." 6

Where no clear-cut remedy is available, the standard approach is to refer the case to the CC.

### The current procedure fails to reflect these considerations

It appears that you envisage a process which would depart from the accepted practice of the competition authorities and which would as a consequence be unfair to third parties in several respects. In particular:

- The advice which Ofcom and OFT is to provide to you would not be able to take into account
  the views of third parties. It is not clear whether Ofcom/OFT would be required to review and
  revise their advice following the public consultation. Nor is it clear whether such advice will be
  published.
- You, as the decision maker, will therefore be reaching a provisional ("minded to accept")
  conclusion based solely on discussions with the merging parties. Third parties opposing any
  proposal will be fundamentally and unfairly disadvantaged by being denied the opportunity to
  make informed submissions in advance of such a decision.
- The proposed process only envisages a 15 day consultation period. We understand that the
  merging parties have been in discussions over remedies for several weeks already. As a
  result, third parties would have substantially less time/opportunity than the merging parties to
  consider the proposed remedies and to influence the OFT, Ofcom and the Secretary of State.

If your decision is to meet public law requirements of fairness, it is essential that interested third parties are properly consulted <u>before</u> Ofcom/OFT report to you and <u>before</u> you propose to accept undertakings.

<sup>&</sup>lt;sup>6</sup> Paragraph 8.5 OFT Mergers Jurisdictional and Procedural Guidance.

SLAUGHTER AND MAY

The procedure should therefore be changed to give interested third parties a meaningful opportunity to comment.

We are not suggesting that interested third parties should necessarily have access to the detailed drafting of any undertaking. Our position is only that it is essential that they should be aware of the key features of any remedy proposal so that they are able to comment in an informed and timely manner.

In order to remedy the defects in the current proposal, the Concerned Parties therefore request that:

- You provide an outline of the key features of any remedy proposals that are made by News Corporation; and
- The Concerned Parties are given the opportunity to discuss the remedy proposals with Ofcom and the OFT prior them advising you.

In the absence of the above safeguards, the review will be procedurally unsound.

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	EX.L:	55
From: Sent: To: Cc:	23 February 2011 16:22	
Subject: Attachments:	RE: News/Sky - Strictly Private and Confidential (0012561-0000367) 110223 Letter A&O.pdf	
Dear		•
Apologies for the delay, but p	please see letter attached in response.	
Regards,		
· ·		
Legal Advisers to the Departmen Email:	t for Culture, Media and Sport	
CONTROL OF THE PROPERTY OF THE		
From: Sent: 17 February 2011 15:23 To:		
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Sol LAW AT THE HEAR! OF GOVERNMENT	<b>The Treasury Solicitor</b> Broadcasting	2-4 Cockspur Street Tel London SW1Y 5DH www.culture.gov.uk
Allen & Overy One Bishops S		Your Ref
E1 6AD		23 February 2011
Dear		
News Corpora	ation – British Sky Broadcasting G	roup Plc
Thank you for	your letter of 17 February; apologic	es for the delay in responding to you.
decision to ac However, he is and that it ma it is clear that	ccept those UILs, the UILs in full, as s conscious that his decision and th ay be necessary to publish non-con t the UILs should be published in a	to accept UILs, he would intend to publish his and reports received from the OFT and Ofcom. e reports might contain confidential information fidential versions of those documents. However, is full a form as possible in order to ensure that nich would follow will be able to do so fully and
representation will want to g the Secretary those bodies provide us wit soon as you a	ns as to confidentiality in advance of et that done quickly. So far as the of State intends in any event to p to provide non-confidential version th versions marked with those parts	oncerned, you will be given opportunity to make of such a decision being published, albeit that we reports from the OFT and Ofcom are concerned, publish these reports in due course, and will ask as for publication. I would ask you therefore to which you would wish to remain confidential as ensure that only those figures, words or passages
I hope that th	is is clear, but do please let me knov	v if you have further queries.
Yours sincerel	y	



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To:	OI March 2011	17:40	• • •		•
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Dear		• • •			
Dear .		• • • • •		•	•
Thank you for your email.	•				
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We understand the concern		as about the pul	olication of the	e first reports of OF	T and Ofcom
but a number of issues arise	<b>).</b>	•			· · · · · · · · · · · · · · · · · · ·
you will appreciate, the	effect of section 10	06B is that Ofce	om must publ	ish its report, and w	e consider
that this will apply both to i	ts first and its fina	l reports. In th	e circumstance	es, publishing only	the Ofcom
first report and not that of the	he OFT would see	m inappropriate	since it woul	d provide a distorte	d view of the
process that was followed.		•	·		
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addition, we consider that t	hose parties which	have previousl	v raised conc	erns about the transa	action are
likely to press for such mat	erial. Indeed, we v	would anticipat	e that it would	l be disclosable in a	ny legal
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will be in a position to take					
following receipt of advice					·
.s we discussed when we	spoke, whilst the S	ecretary of Stat	te is committe	ed to an open and tra	insparent
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timing. Nonetheless, in or	der to ensure that a	oper objections	nrocess which	ch might follow from	n a decision to
accept any UILs was effect	tive, the Secretary	of State's prese	ent thinking is	that it will be neces	sary and
appropriate to publish both	the first and the fi	nal reports of b	oth OFT and	Ofcom and to do so	at the time of
any decision he might mak	e to propose to acc	cept UILs.		•	
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Best re	gards	• .			٠.				•	
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•	From: Sent: Monday, F	ebruary 28, <u>2</u> 01	.1 7:20 PM							
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	Subject: Restrict	ted - News / Sk	」 y - publicati	ion of repo	orts / non	-confider	ntial vers	ions		
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	(1) the OFT ac (2) the advice Advice)							omorrow	(the Seco	ind

My understanding from DCMS is that, subject to a final decision being taken, they are currently minded to publish both the First Advice and the Second Advice in due course.

I appreciate that you do not, of course, have the Second Advice at this point in time. However, in the interests of time, DCMS has asked us to engage with you in the meantime on the preparation of a non-confidential version of the First Advice for future publication. We will send you tomorrow morning a clean word version of the First Advice to assist with this process. We would be grateful if you could indicate:

- what information is confidential to News such that publication might significantly harm its legitimate business interests; and

We understand that you have basis, we will send a similar ro Sky believes is confidential to Advice to be published.	equest to	at Sk	ky in respe	ect of infor	mation that
Kind regards					
	Offic	e of Fair Trad	ding		
Fleetbank House   2-6 Salisbury Sq					
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All communications sent to or from the OFT and any files transmitted with it are confiden you are not an intended recipient, please no	itial and intended solely for the	use of the indiv			
and any files transmitted with it are confiden you are not an intended recipient, please no  The Office of Fair Trading	itial and intended solely for the tify administrator@oft.gsi.gov.	use of the indiv uk immediately.	idual or entity	to whom they a	are address ed. If
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EX.L37

From:	
Sent: To: Cc:	02 March 2011 16:30
Subject:	Documents to be published (0012561-0000367)
	We are in touch with the OFT and we will revert to them about redactions on their reports.
you or with them. Can	whether any proposed redactions to the UIL (and previous versions) should be agreed with you please clarify. If you intend to publish earlier version of the UIL we will need to provide ons of those documents too.
эку has been in touch o	lirectly with OFT about information which they provided to them.
	de the actual documents that you intend to publish (other than the OFT/Ofcom reports and the n) so that we avoid any confusion and can make representations as to any redactions needed.
Best wishes	
To: Cc: Subject: RE: N Importance:  Just to be cle documents. enclosing the Can you also  From Sent: 02 Marc To:	ear about what we are proposing to publish tomorrow, here is a full list of the Let me know if anything must be redacted from the 18 and 24 January letters e UILs.  To check that Sky are OK with the documents, or do we need to do that?
Thank you From:	
Sent: 02 Marc To:	h 2011 13:21

Importance: High	
· · ·	
OFT second report for confidential redaction only please.	
<del>~~~~~~~~</del> *****************************	********

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#### "Please consider the environment before printing this e-mail"

The Newspaper Marketing Agency: Opening Up Newspapers:

#### www.nmauk.co.uk

Subject: EW: Nave/Slav - letter to Ses

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		ky the second Ofcom report? ubmissions to make.	If not I am happy to do so and ask them to confirm that they
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., .	Thanks for yo	•	
	-	ur help.	
	Thanks for yo	ur help.	
	Thanks for your state of the sent: 02 March	ur help.	
	From: Sent: 02 March To: Cc:	ur help. 2011 16:30	
	From: Sent: 02 March To: Cc:	ur help.	
	From: Sent: 02 March To: Cc:	ur help. 2011 16:30	
	From: Sent: 02 March To: Cc:	ur help. 2011 16:30	

1

OFT was not clear as to whether any proposed redactions to the UIL (and previous versions) should be agreed with you or with them. Can you please clarify. If you intend to publish earlier version of the UIL we will need to provide you with redacted versions of those documents too.

Sky has been in touch directly with OFT about information which they provided to them.

Could you please provide the actual documents that you intend to publish (other than the OFT/Ofcom reports and the Draft UIL dated 1 March) so that we avoid any confusion and can make representations as to any redactions needed.

				•	
_					
From: Wadnesday March	02 2011 4:16 PM				
<b>Sent:</b> Wednesday, March <b>To</b>	02, 2011 4.16 PM				
Cc: 1				* *	
<b>Subject:</b> RE: News/Sky - <b>Importance:</b> High	letter to SoS	·			•
Just to be clear about	t what we are pro	posina to pu	blish tomorr	ow, here is	a fu
the documents. Let n	ne know if anythi	na must be r	edacted from	n the 18 an	d 24
January letters enclos		gact be .			
dandary letters eriolet	oning the order.	•			
Can you also check th	hat Sky ara ÖK w	with the docu	mente or de	we need to	o do
Carr you also check if	nat Sky ale OK W	vitil the docu	ments, or ac	y we need to	Jao
•					
			÷		
From:					
From: Sent: 02 March 2011 13:	.53	].			
Sent: 02 March 2011 13:	53	· .			
<b>Sent:</b> 02 March 2011 13: <b>To:</b>	÷				
Sent: 02 March 2011 13:	÷				
Sent: 02 March 2011 13: To: { Subject: RE: News/Sky -	÷				
<b>Sent:</b> 02 March 2011 13: <b>To:</b>	÷				
Sent: 02 March 2011 13: To: { Subject: RE: News/Sky - Thank you {	÷				
Sent: 02 March 2011 13: To: { Subject: RE: News/Sky - Thank you { From:	letter to SoS				
Sent: 02 March 2011 13: To: { Subject: RE: News/Sky - Thank you { From: Sent: 02 March 2011 13:	letter to SoS				
Sent: 02 March 2011 13: To: { Subject: RE: News/Sky - Thank you { From: Sent: 02 March 2011 13: To:	letter to SoS				
Sent: 02 March 2011 13: To: { Subject: RE: News/Sky - Thank you {  From: Sent: 02 March 2011 13: To: Subject: FW: News/Sky	letter to SoS				
Sent: 02 March 2011 13: To: { Subject: RE: News/Sky - Thank you { From: Sent: 02 March 2011 13: To:	letter to SoS				
Sent: 02 March 2011 13: To: { Subject: RE: News/Sky - Thank you {  From: Sent: 02 March 2011 13: To: Subject: FW: News/Sky	letter to SoS				
Sent: 02 March 2011 13: To: { Subject: RE: News/Sky - Thank you {  From: Sent: 02 March 2011 13: To: Subject: FW: News/Sky	letter to SoS				
Sent: 02 March 2011 13: To: { Subject: RE: News/Sky - Thank you {  From: Sent: 02 March 2011 13: To: Subject: FW: News/Sky Importance: High	- letter to SoS - 21 - letter to SoS				
Sent: 02 March 2011 13: To: { Subject: RE: News/Sky - Thank you {  From: Sent: 02 March 2011 13: To: Subject: FW: News/Sky	- letter to SoS - 21 - letter to SoS	daction only	olease.		
Sent: 02 March 2011 13: To: { Subject: RE: News/Sky - Thank you {  From: Sent: 02 March 2011 13: To: Subject: FW: News/Sky Importance: High	- letter to SoS - 21 - letter to SoS	daction only	olease.		

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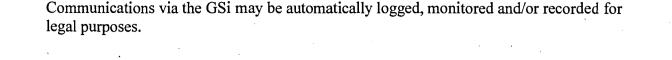
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			EX.L 39
From: Sent: To: Cc:		02 March 2011 17:08	
Subject Attach		RE: Restricted - News / Sky - publication of report (0012561-0000367) CO-#13562397-v1-News_Sky1_March_UIL_for_ v2-News_proposed_redactions_to_OFT_First_Repo	consultation.pdf; CO-#13553699-
Please Secreta	find attached News' requary of State dated 11 Feb	uests for confidentiality over certain information cont ruary 2011.	ained in the OFT's report to the
report t relates News' I News h directly	that is made public under News' private affairs and legitimate business interestant not attempted to identy on this point.	News requests that the text highlighted yellow be research s.244(3) of the Enterprise Act 2002. That information is not within the public domain, the disclosure of wheests. News also notes that parts of this report may be tify all such information as it understands that the O	on is commercially sensitive or hich would significantly harm e commercially sensitive to Sky.  FT has been in touch with Sky
News h	nas no representations to ary of State of 1 March 20	make as to the confidentiality of information contain 011.	ned in the OFT's report to the
confide end, I a reques	entiality redactions to the also attach a proposed no	has suggested that News agree with the OFT in the final draft UIL of 1 March 2011 for the purposes of ton-confidential version of the 1 March UIL. You will at 5.1(iv) and relates to the end date of Sky's contra	the public consultation. To that see that the only information News
Kind re	egards		
	From Sent: 01 March 2011 1 To:	1:37	
	Subject: RE: Restricte	d - News / Sky - publication of reports / non-confident	ential versions
	As promised, and for the Advice of the OFT to the	ne purposes of my email below, please find attached ne Secretary of State.	d a clean word copy of the First
	Kind regards		
Nicholas S	icola		

m:

:	Restricted - News / Sky - publication of reports / non-confidential	versions
•	•	
	Dear	
	We spoke earlier this evening about Secretary of State.	potential publication of the OFT reports to the
	DCMS has not requested, and OFT Secretary of State. Rather, there exist	has not prepared, any form of 'composite' report to the sts:
	<ul><li>(1) the OFT advice provided on 11 F</li><li>(2) the advice anticipated to be provi Advice).</li></ul>	ebruary (the First Advice) and ded to the Secretary of State tomorrow (the Second
		t, subject to a final decision being taken, they are First Advice and the Second Advice in due course.
	However, in the interests of time, DC on the preparation of a non-confiden	se, have the Second Advice at this point in time.  CMS has asked us to engage with you in the meantim Itial version of the First Advice for future publication.  a clean word version of the First Advice to assist with fyou could indicate:
	<ul> <li>what information is confidential to I legitimate business interests; and</li> <li>for each category of information, th</li> </ul>	News such that publication might significantly harm its
	basis, we will send a similar request	led a copy of the First Advice, in full, to Sky. On this
	basis, we will send a similar request Sky believes is confidential to it such	led a copy of the First Advice, in full, to Sky. On this to at Sky in respect of information the
	basis, we will send a similar request Sky believes is confidential to it such Advice to be published.	led a copy of the First Advice, in full, to Sky. On this to at Sky in respect of information the
	basis, we will send a similar request Sky believes is confidential to it such Advice to be published.	led a copy of the First Advice, in full, to Sky. On this to at Sky in respect of information the
	basis, we will send a similar request Sky believes is confidential to it such Advice to be published.  Kind regards	led a copy of the First Advice, in full, to Sky. On this to at Sky in respect of information the that it should be removed from the version of the Fir
	basis, we will send a similar request Sky believes is confidential to it such Advice to be published.	led a copy of the First Advice, in full, to Sky. On this to at Sky in respect of information the that it should be removed from the version of the Fir
	basis, we will send a similar request Sky believes is confidential to it such Advice to be published.  Kind regards	led a copy of the First Advice, in full, to Sky. On this to at Sky in respect of information the that it should be removed from the version of the Fir
	basis, we will send a similar request Sky believes is confidential to it such Advice to be published.  Kind regards  Fleetbank House   2-6 Salisbury Square   L	led a copy of the First Advice, in full, to Sky. On this toat Sky in respect of information the that it should be removed from the version of the Firendam ondon EC4Y 8JX   T: + 44
	basis, we will send a similar request Sky believes is confidential to it such Advice to be published.  Kind regards  Fleetbank House   2-6 Salisbury Square   L	led a copy of the First Advice, in full, to Sky. On this toat Sky in respect of information the that it should be removed from the version of the Firender ondon EC4Y 8JX   T: + 44
	basis, we will send a similar request Sky believes is confidential to it such Advice to be published.  Kind regards  Fleetbank House   2-6 Salisbury Square   L  All communications sent to or from the OFT are subjected and any files transmitted with it are confidential and in	led a copy of the First Advice, in full, to Sky. On this toat Sky in respect of information the that it should be removed from the version of the Firender ondon EC4Y 8JX   T: + 44
	basis, we will send a similar request Sky believes is confidential to it such Advice to be published.  Kind regards  Fleetbank House   2-6 Salisbury Square   L  All communications sent to or from the OFT are subjected and any files transmitted with it are confidential and in	led a copy of the First Advice, in full, to Sky. On this toat Sky in respect of information the that it should be removed from the version of the Firender ondon EC4Y 8JX   T: + 44
	basis, we will send a similar request Sky believes is confidential to it such Advice to be published.  Kind regards  Fleetbank House   2-6 Salisbury Square   L  All communications sent to or from the OFT are subjected and any files transmitted with it are confidential and in	led a copy of the First Advice, in full, to Sky. On this toat Sky in respect of information the that it should be removed from the version of the Firender ondon EC4Y 8JX   T: + 44
	basis, we will send a similar request Sky believes is confidential to it such Advice to be published.  Kind regards  Fleetbank House   2-6 Salisbury Square   L  All communications sent to or from the OFT are subject and any files transmitted with it are confidential and in you are not an intended recipient, please notify admin	led a copy of the First Advice, in full, to Sky. On this toat Sky in respect of information the that it should be removed from the version of the Firender ondon EC4Y 8JX   T: + 44
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	basis, we will send a similar request Sky believes is confidential to it such Advice to be published.  Kind regards  Fleetbank House   2-6 Salisbury Square   L  All communications sent to or from the OFT are subject and any files transmitted with it are confidential and in you are not an intended recipient, please notify admin	at Sky in respect of information the that it should be removed from the version of the Fire ondon EC4Y 8JX   T: + 44  ct to recording and/or monitoring in accordance with relevant legislation. This entended solely for the use of the individual or entity to whom they are addressed istrator@oft.gsi.gov.uk immediately.

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			EX.L40
om:			
nt:	02 March 2011 17:52	•	·
:			
• •			
			•
bject:	RE: Documents to be p	oublished (0012561-0000	367)
January and and 16 Feb	oruary that you propose to pub	olish.	requests in relation to the letters
an also confirm that Sky	has no redaction requests in r	elation to the Ofcom rep	ons.
UILs of 18 January, 24 J	ou about the proposed minor re anuary, and 16 February simil		UIL so that we can provide a full anarked "confidential")
gards:	•		
,			
From: [	M 1 02 2011 4 50 DM		
To:	March 02, 2011 4:59 PM		
CC:		<u> </u>	
Subject: RE: Doc	uments to be published (00125	561-0000367)	
not, incidentally	, proposing to publish yo	ur second, longer le	of 18 and 24 January. We a tter of 24. Happy to discuss eting (about this, needless t
I am accuming	that the revisions to the L	III e or veny minimal	if they are to be meaningful
	rposes, but let us see wh		in they are to be meaning to
	,	,	
I would be very	grateful if you could send	d the second Ofcom	report to Sky.
· •		•	
	•		
	•	·.	
From			
Sent: 02 March 2	011 16:43		
To:	_		
Cc:			
Subject: RE: Doc	uments to be published (0012	561-0000367)	
The	on and to OFT (acids 4 to	. and	facilitate agreementation = \
	en send to OFT (copied to you e two OFT reports and the 1 N		facilitate communications) our
DI NO ENOISSIMONS	e two OF Freports and the Th	naicii Oi <b>LS.</b>	
	ent to Sky the second Ofcom re confidentiality submissions to r		to do so and ask them to confirm

From:	
	Inesday, March 02, 2011 4:40 PM
To:	
Cc:	
Culata ata 1	25. Danis ant to be mublished (20125(1,000257)
Subject:	RE: Documents to be published (0012561-0000367)
	the final say on redactions to the UILs but they should be agreed OF st we would want their view.
Do pleas	e provide redacted versions of earlier UILs.
1 will son	d you copies of the other documents you request.
i wiii seri	a you copies of the other documents you request.
Would vo	ou be able to see if Sky are similarly happy with the Ofcom reports?
,	
Thanks f	or your help.
From:	March 2011 16:30
To:	10.50
Cc:	
Subject:	Documents to be published (0012561-0000367)
	ss with News. We are in touch with the OFT and we will revert to them about redactions
their repor	ts.
OFT was	not clear as to whether any proposed redactions to the UIL (and previous versions)
	with you or with them. Can you please clarify. If you intend to publish earlier versions,
	e will need to provide you with redacted versions of those documents too.
the UIL we	
	een in touch directly with OFT about information which they provided to them.
	•
Sky has b	please provide the actual documents that you intend to publish (other than the OF
Sky has b	please provide the actual documents that you intend to publish (other than the OF d the Draft UIL dated 1 March) so that we avoid any confusion and can make
Sky has b Could you reports an	
Sky has b Could you reports an represent	d the Draft UIL dated 1 March) so that we avoid any confusion and can make ations as to any redactions needed.
Sky has b Could you reports an	d the Draft UIL dated 1 March) so that we avoid any confusion and can make ations as to any redactions needed.
Sky has b Could you reports an represent	d the Draft UIL dated 1 March) so that we avoid any confusion and can make ations as to any redactions needed.
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Sky has b Could you reports an represent	d the Draft UIL dated 1 March) so that we avoid any confusion and can make ations as to any redactions needed.
Sky has b Could you reports an represent	d the Draft UIL dated 1 March) so that we avoid any confusion and can make ations as to any redactions needed.

Subject: RE: News/Sky - letter to SoS Importance: High
Just to be clear about what we are proposing to publish tomorrow, here is a full list of the documents. Let me know if anything must be redacted from the 18 and 24 January letters enclosing the UILs.
Can you also check that Sky are OK with the documents, or do we need to do that?
From: Sent: 02 March 2011 13:53 To: Subject: RE: News/Sky - letter to SoS
Thank you .
From: Sent: U2 March 2011 13:21 To: Subject: FW: News/Sky - letter to SoS Importance: High
OFT second report for confidential redaction only please.
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						EX.L	41
From: Sent: To:		02 March 2011	23:59				
Cc:			KILGARRIFF PA	ATRICK			
Subject: Attachmen	ts:	RE: Restricted - (0012561-00003 CO-#13336441 DOC160211.pd	367) -v1-Cover_lette		•		
As discusse	ed, please find attac	hed electronic copi	es of the letters	s referred to in	your email bel	ow.	*
Kind regard	s ·						
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	om: nt: 02 March 2011 2	23:20					
Cc:		CILGARRIFF PATRIC	CK;			· · · · · · · · · · · · · · · · · · ·	
l c	bject: RE: Restricte an confirm that vectronic copies o	ve are happy wi	th the propo	sed further r	edaction. H		
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Fro Se To	<b>nt:</b> 02 March 2011	•					
Сс		KILGARRIFF PATRI			•		
Fu	bject: RE: Restricte  rther to your email to 24 January draft U	pelow, please find a	attached non-c	onfidential vers	sions of the 18	January UIL I	Proposal,
ln a	addition to the reda	ction below in relat s requests that in the dacted from the pul on is commercially	ion to the 1 Ma e 18 January l blic version of t sensitive or re	rch UIL (which JIL proposal, th this document lates News' pri	is also made the wording under s.244(3) vate affairs and	to the 16 Febrore of the Enterp	ruary UIL), rise Act the public

notes that this is a relatively minor redaction (to an interim document). However, please let us know if you

would like us to also seek the OFT's views on this request.

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From:						
Sent: 02 March				•		
To: Cc:	O (LN)					-14
- CC1				KILGARRIFF P	ATRICK;	
						5
	Restricted - Nev	ws / Sky - public	ation of repor	ts / non-confident	ial versions	(00125
0000367)	1					
	;					
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				l if we could no		
versions of the	ne full set of	UILs includin	ig those of 1	18 January, 24	January,	and 16
February sim	nilarly redact	ed (and not n	narked "cor	ıfidential"). It v	vould be l	nelpful
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As noted in the document itself, News requests that the text highlighted yellow be redacted from the version of this report that is made public under s.244(3) of the Enterprise Act 2002. That information is commercially sensitive or relates News' private affairs and is not within the public domain, the

report to the Secretary of State dated 11 February 2011.

disclosure of which would significantly harm News' legitimate business interests. News also notes that parts of this report may be commercially sensitive to Sky. News has not attempted to identify all such information as it understands that the OFT has been in touch with Sky directly on this point.

News has no representations to make as to the confidentiality of information contained in the OFT's report to the Secretary of State of 1 March 2011.

DCMS (copied into this email) has suggested that News agree with the OFT in the first instance any proposed confidentiality redactions to the final draft UIL of 1 March 2011 for the purposes of the public consultation. To that end, I also attach a proposed non-confidential version of the 1 March UIL. You will see that the only information News requests be kept confidential is at 5.1(iv) and relates to the end date of Sky's contract with Arqiva, which is highly commercially sensitive.

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	From:				·	
	Sent: 01 March 201	1 11:37		<i>-</i>	<b>_</b> .	•
	То					
	Cc:					
	Subject: RE: Restri	cted - News / Sk	v - publication o	f reports / nor	-confidentia	l versio
		· · · · · · · · · · · · · · · · · · ·	y publication o	i reports / nor	Communication	
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	Deai					
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DCMS has not requested, and OFT has not prepared, any form of 'composite' report to the Secretary of State. Rather, there exists:

- (1) the OFT advice provided on 11 February (the First Advice) and
- (2) the advice anticipated to be provided to the Secretary of State tomorrow (the Second Advice).

My understanding from DCMS is that, subject to a final decision being taken, they are currently minded to publish both the First Advice and the Second Advice in due course.

I appreciate that you do not, of course, have the Second Advice at this point in time. However, in the interests of time, DCMS has asked us to engage with

you in the meantime on the preparation of a non-confidential version of the First Advice for future publication. We will send you tomorrow morning a clean word version of the First Advice to assist with this process. We would be grateful if you could indicate:

- what information is confidential to News such that publication might significantly harm its legitimate business interests; and
- for each category of information, the reason why this is the case.

We understand that you have provided a copy of the First Advice, in full, to Sky. On this basis, we will send a similar request to at Sky in respect of information that Sky believes is confidential to it such that it should be removed from the version of the First Advice to be published.

Kind regards	
	·
	Office of Fair Trading
Fleetbank House   2-6 Salisbury Squar	
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legislation. This email and any files transmitted v	subject to recording and/or monitoring in accordance with relevar vith it are confidential and intended solely for the use of the indivic
or entity to whom they are addressed. If you are immediately.	not an intended recipient, please notify administrator@oft.gsi.gov
The Office of Fair Trading	
Fleetbank House, 2-6 Salisbury Square, London	EC4Y 8JX Switchboard (020) 7211 8000 Web Site:
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					EX.L	42
From: Sent:		02 March 2011 23:33	:			
To: Cc:		KILG	ARRIFF PATRICK;			
Subject	. '	DE: Postricted Nove	/ Sky - publication of re	norts / non s	onfidential ver	cions
Subject	•	(0012561-0000367)	7 Sky - publication of te	sports / Hon-c	ormaeridai ver	310113
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DCMS i	s intending to publish?		ooo lokoloj. Odir jou le	a mo miow wi		
Many th	anks					
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	From: B Sent: 02 March 2011 To: Cc:	23:20  KILGARRIFF PATRICK:				,
	I can confirm that	ted - News / Sky - publicat we are happy with the of the letters of 18 and	e proposed further r	edaction. H		
• .	From: Sent: 02 March 2011	21:06				
	Cc:	ILGARRIFF PATRICK				
	Stuart, RE: Restrict	ted - News / Sky - publica	tion of reports / non-co	ontidential ver	sions (0012561	0000367)
	Further to your email	below, please find attache UIL, the 16 February draft				
	please note that New at 2.2(vi) be re 2002 as that information domain, the disclosur notes that this is a re would like us to also	action below in relation to a requests that in the 18 Jedacted from the public vertion is commercially sensitive of which would significal latively minor redaction (to seek the OFT's views on the document or requested	anuary UIL proposal, the rsion of this document ive or relates News' printly harm News' legitime an interim document).	he wording under s 244(3 vate affairs ar nate business	) of the Enterp nd is not within interests. New	rise Act the public /s
	vve nave dated each	document as requested.				

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DCMS 2-4 Cocks London S  From: Sent: 02 M To: Cc:	W1Y 5DH	ws / Sky - pu	blication of	reports / noi	n-confidenti	al version	is (0012

Please find attached News' requests for confidentiality over certain information contained in the OFT's report to the Secretary of State dated 11 February 2011.

As noted in the document itself, News requests that the text highlighted yellow be redacted from the version of this report that is made public under s.244(3) of the Enterprise Act 2002. That information is commercially sensitive or relates News' private affairs and is not within the public domain, the disclosure of which would significantly harm News' legitimate business interests. News also notes that parts of this report may be commercially sensitive to Sky. News has not attempted to identify all such information as it understands that the OFT has been in touch with Sky directly on this point.

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	ent: 01 March	2011 11:37					
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We spoke earlier this evening about potential publication of the OFT reports to the Secretary of State.

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Kind regards
Office of Fair Trading
Fleetbank House   2-6 Salisbury Square   London EC4Y 8JX   T: + 44 (0)20 7211 8796
***************************************
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The Office of Fair Trading
Fleetbank House, 2-6 Salisbury Square, London EC4Y 8JX Switchboard (020) 7211 8000 Web Site: http://www.oft.gov.uk
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For further information about how Allen & Overy LLP is regulated, including with regard to insurance mediation and other financial services, please see our website at <a href="https://www.allenovery.com/aoweb/legal">www.allenovery.com/aoweb/legal</a>

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# EX.L 43 **allen & overy**

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+44 (0)20 3088 0088

Allen & Overy LLP
One Bishops Square

Tel

Fax

Direct

London E1 6AD United Kingdom

BY COURIER ONLY	
STRICTLY CONFIDENTIAL	٠.

Department for Culture, Media and Sport 2-4 Cockspur Street
London SW1Y 5DH

Our ref

0012561-0000367 CO:13699847.2

21 March 2011

Dear

#### News Corporation - British Sky Broadcasting Group Ple

Further to the draft undertakings in lieu submitted by News to the Secretary of State on 1 March 2011 in respect of the Transaction (the **Draft UIL**), please find enclosed drafts of the Carriage Agreement and Brand Licensing Agreement pursuant to sections 4.4 and 4.6 of the Draft UIL respectively. Please also find enclosed a schedule of assets provided pursuant to section 4.1 of the Draft UIL. Unless expressly stated otherwise, defined terms in this letter shall have the same meaning as in the Draft UIL.

### Carriage Agreement

The undertakings set out in the Draft UIL in relation to the Carriage Agreement are given effect in the following sections of the enclosed draft Carriage Agreement:

- (i) the undertaking at 4.4 in sections A.2 and C.1,
- (ii) the undertaking at 4.5(i) in section B;
- (iii) the undertaking at 4.5(ii) in section H.3;
- (iv) the undertaking at 4.5(iii) in sections K.1.1 and K.2;
- (v) the undertaking at 4.5(iv) in section F.2.1; and
- (vi) the undertakings at 4.5(v) and 4.8 in sections K.1.2, K.1.3, K.1.4 and N.2.

#### Brand Licensing Agreement

The undertakings set out in the Draft UIL in relation to the Brand Licensing Agreement are given effect in the following sections of the enclosed draft Brand Licensing Agreement:

Allen & Overy LLP is a limited liability partnership registered in England and Wales with registered number OC306763. It is regulated by the Solicitors Regulation Authority of England and Wales. The term partner is used to refer to a member of Allen & Overy LLP or an employee or consultant with equivalent standing and qualifications. A list of the members of Allen & Overy LLP and of the non-members who are designated as partners is open to inspection at its registered office, One Bishops Square, London E1 6AD.

Allen & Overy LLP or an affiliated undertaking has an office in each of: Abu Dhabi, Amsterdam, Antwerp, Athens, Bangkok, Beijing, Bratislava, Brussels, Bucharest (associated office), Budapest, Doha, Dubai, Düsseldori, Frankfurt, Hamburg, Hong Kong, Jakarta (associated office), London, Luxembourg, Madrid, Mannheim, Milan, Moscow, Munich, New York, Paris, Perth, Prague, Riyadh (associated office), Rome, São Paulo, Shanghai, Singapore, Sydney, Tokyo and Warsaw.

- (i) the undertaking at 4.6 in sections 3.(a) and 3.(b);
- (ii) the undertaking at 4.7(i) in section 2;
- (iii) the undertaking at 4.7(iii) in section 4.(a) and 6.(a); and
- (iv) the undertaking at 4.7(iv) and 4.8 in sections 4.(b), 4.(c) and 4.(d).

News notes that, in accordance with the undertaking at 4.7(ii) of the Draft UIL, the draft Brand Licensing Agreement does not provide Sky or News with any ability to determine or influence the editorial content of Sky News output or the appointment or termination of editors or other staff of Newco.

#### Schedule of Assets

The enclosed schedule of assets (including its three annexes) sets out the assets to be transferred to Newco in accordance with the undertaking given at section 4.1 of the UIL. Specifically;

- (i) section 1 and Annex A of the schedule of assets sets out the tangible assets to be transferred to Newco pursuant to section 4.1(i) of the Draft UIL;
- (ii) section 6 and Annex C of the schedule of assets sets out the personnel to be transferred to Newco pursuant to section 4.1(ii) of the Draft UIL; and
- section 3 of the schedule of assets sets out the licenses, permits, consents and authorisations issued by governmental or regulatory organisations to be transferred to Newco pursuant to section 4.1(iii) of the Draft UIL.

In addition, the schedule of assets sets out:

- (i) at sections 4.1(iv) and 4.1(v) and Annex B, the carriage agreements between Sky and third parties, the benefit and burden of which will be transferred from Sky to Newco pursuant to the undertaking at section 4.3(i) of the Draft UIL;
- (ii) at section 4.1(i) and Annex B the wholesale contracts between Sky and third parties for the supply of news content, the benefit and burden of which will be transferred from Sky to Newco pursuant to the undertaking at section 4.3(iii) of the Draft UIL; and
- (iii) at section 4.1(iii) and Annex B the fixed newsgathering contracts between Sky and third parties, the benefit and burden of which will be transferred from Sky to Newco pursuant to the undertaking at section 4.3(iv) of the Draft UIL.

Please note that each of the agreements and the schedule of assets enclosed with this letter (including their various annexes and appendices) are strictly confidential and contain business secrets.

Yours sincerely			
		<i>:</i>	
			÷
cc: LLP	News Corporat		Allen & Overy
Enc.			

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	E,	X.L.4
From: Sent: To:	21 April 2011 16:27	
Cc: Subject:	GEIST-DIVVER CAROLA [CJSM] RE: Newscorp	
s.66(5). It is very odd that t either a public interest issu	of amendment to include a further consideration could be implied in the face of there can be no recognition of a change of circumstances Perhaps it was thoughed existed or it did not and you should not be able to mess part way through. As we you could amend to include a new consideration without entirely circumventus.	ht that nyway, at
s.58(2C)(a). But there we have tin — it specifies the public in e SoS to decide what public interest specify it by modifying orders being a sub-section of (2 "are specified" in the start specified in (2C). It is also we	s that the specified consideration was in fact the whole of s.58(2C) rather than have something of a "ronseal" argument: the intervention! notice does what it interest as s.58(2C)(a). And looking at the terms of s.66 (and s.41 etc) it seems olic interest consideration is relevant. It seems to me that that means that he can state that if it is not already specified, he would ner (as happened with financial stability). If he articulates the public interest co (2C) rather than all of (2C) he would seem entitled to do so. Indeed the use of the conformal of (2C) might reinforce the conclusion that there are several – related – consideration worth noting that – so far as I am aware -no-one to date has suggested that the AITV it was only (2C!)(c) which was specified and there no-one raised an issue of	says on the s it is for can seed to nsideration he plural lerations e whole of
accuracy and free expression as soon as you articulate it various parts of 2C) doesn' 2B; 2C(c) is more like 2A for Act; 2C(b) is just different for Taking this toge! ther, at present the second sec	tht be that each of (2A), (2B) and (2C) specify different public interest consideration in newspapers; 2B: newspaper views plurality; 2C: broadcasting plurality is like this, you can see that this description (or any simple unitary description of t quite work. Indeed, you might look at 2C(a) as being the media enterprise each newspapers but having regard to the different statutory regime under the Bristom anything for newspapers.  Tresent my view is that the argument that the public interest consideration at is perfect the ronseal analysis.	sues. But f the quivalent of oadcasting
Happy to discuss.		
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From: Sent: Wednesday, Ap! ril 2 To: Cc: GEIST-DI VVER CAROL		
Subject: [CJSM] Newscorp	·	
		.•

Sorry to bother you, but the question has arisen as to whether we can amend the European Intervention Notice so as to add an additional ground of public interest (the "genuine commitment" ground at s58(2C)(c) of the Enterprise Act) (in relation to phone hacking), further to the attached letter.

We have discussed that there can be only one European Intervention Notice (pursuant to section 68(5)). There's nothing express permitting an amendment to add a completely new ground, and it seems to me that

this would not be permissible as it would circumvent the requirement only to have one intervention notice. I'd be OK with the idea that we could make a! minor procedural amendment, but that seems to me to be different from adding a new ground.

We discussed when last we spoke whether the considerations at section 58(2C) were cumulative, such that that section should be taken as a whole (meaning that (2C)(c) would not be a separate ground). We decided not, as I recall, because each of the specified considerations is in a different section merely because it was added by order at a different period, and the "and" at the end of (2C)(b) would in any event mitigate against that. I still take that view, because it seems to me that the considerations are qualitatively different, but views welcome.

Thanks,	and	sorry	to	be	a	pain.

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					EX.	126
•	•				レヘー	- 90
From:			•		•	.• .
Sent:	04 May 2011 17:	53		•	·	·
To:						
Cc:						
Subject:	Drafts of the Car	riage and Brat	nd Licensina A	greements (00	12561-0000	<del></del>
Attachments:	LT-#6650291-v4					
	_MarchCA_14					
	LT-#6646965-v6	-Revised_Bran	d_Licence_Ag	reement.pdf; C	0-#1392827	3-v1-
	DV_BLA_21_Mar			13915572-v2-		
	Table_of_change	es_to_the_BLA.	pdf			
		•				•
Dear	•		•	•		
Dear						
I understand that you have aske	d for soft copies of	the Brand Lic	ensing Agree	ment and the C	Carriage Agr	eement.
			•			
ease find below the last version				have been sor	ne subsequ	ent changes
to the Carriage Agreement follow	wing additional requ	uests from OF	· I/Ofcom.			·
There have been no changes to	the Brand Licensi	na Aareement	and so far as	we are aware	there are no	outstanding
issues.	THE DIANG LICENSII	ig / igreement	and so lai as	we are aware	thoro are no	, outotal lands
	•		•			
As you may be aware we are du close any final outstanding issue				n and we hope	that this wil	I bring to a
Kind Damanda						
Kind Regards						
		•	rt o			
Allen & Overy LLP		•				
•	•					
www.allenovery.com/antitrust				•		
e Bishops Square					•	**
ondon E1 6AD			,			•
Tel: + 44(0) 20 3088 0000		4				
Fax: + 44(0) 20 3088 0088	•					
	•					
From:						•
Sent: 14 April 2011 13:41						4
To: Cc:						•
<b>Subject:</b> Revised drafts of	of the Carriage and Brand	Licensing Agreem	ents (0012561-00	00367)		
						•
•		•		•		
	•					
Further to News' respo	nses to the OFT/O	fcom auestion	s of 29 March	and 8 April 20	)11, please f	ind attached
the revised Brand Lice	nsing Agreement a	nd Carriage A	greement, ea	ch attached as	both a clear	n copy and
showing changes agair	nst the versions su	bmitted to DC	MS for approv	al on 21 Marcl	າ 2011.	

1

We have also attached two tables explaining the key changes made to each of the two agreements. As you will see, most of the changes have been made in response to the two sets of questions sent by the OFT/Ofcom, with some further amendments made for completeness / clarification.

Kind regards							
	٠.		• :	•	•		

- 1. Revised Carriage Agreement (clean)
- <>LT-#6650291-v4-Revised\_Carriage\_Agreement.pdf>>
- 2. Revised Carriage Agreement (showing changes to 21 March version)
- <<CO-#13928002-v1-DV\_CA\_21\_March\_-\_CA\_14\_April.pdf>>
- 3. Table of key changes to the Carriage Agreement
- <<CO-#13890142-v5-Table\_of\_changes\_to\_the\_CA.pdf>>
- 4. Revised Brand Licensing Agreement (clean)
- <<LT-#6646965-v6-Revised\_Brand\_Licence\_Agreement.pdf>>
- 5. Revised Brand Licensing Agreement (showing changes to 21 March version)
- <<CO-#13928273-v1-DV\_BLA\_21\_March\_-\_BLA\_14\_April.pdf>>
- 6. Table of key changes to the Brand Licensing Agreement

<<CO-#13915572-v2-Table\_of\_changes\_to\_the\_BLA.pdf>>

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EDWARDS, Steven		· · · · ·				EX	(.LL	18
From:		1,	•				• • •	••
Sent:	10 May 2011	17:01	٠.					
To: Cc:								
Subject: Attachments:		0012561-000 56-v1-DVC		n_UIL-UIL_1	.0_May.pdf			
STRICTLY CONFIDENTIAL								
the OFT has suggested today with tracks showing change	I that it may be es against the	helpful for yo UILs on whicl	ou to look a h the Secre	t the version tary of Sta	on of the UI te consulte	Ls submitte d in back i	ed earlier n March.	
We will submit shortly to the OFT	the proposed	Articles of As	ssociation a	ind we will	copy you.		. •	
e are also due to send to the C in so that you are up to speed.	FT the full and	d final version	of the Carr	riage Agree	ement and,	again, we	will copy y	ou
Best wishes								•
Dest wishes		• • • • • • • • • • • • • • • • • • • •					•	
Allen & Overy LLP				1 (	:		,	
www.allenovery.com/antitrust								
One Bishops Square London E1 6AD United Kingdom					·			
Tel +44 (0)20 3088 0000								
Fax +44 (0)20 3088 0088							•	
			:					
From:								
Sent: Tuesday, May 10, To: Cc:			· 					
Subject: RE: News' res	ponse to OFT/	Ofcom RFI of	6 May 201	1 (001256	1-0000367)	)		
Please find attached the	e requested co	mparite.						
We hope to have a bette	er idea on timir	ng of the articl	les later too	day.				
Kind regards								

		• • • • • •		• •				
From:			<del></del>	***************************************				
Sent:	10 May 2011	13:53			• , . •			
Cc:				· .	· · · · · · · · · · · · · · · · · · ·			
Subjec	<b>:t:</b> RE: News	response i	to OFT/Ofcoi	m RFI of 6 l	May 2011 ((	0012561-0	000367)	
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Kind r	egards							
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rom:	06 May 2011 17:35
o: C:	500 May 2011 17.55
,,,	
Subjec	ct: RE: Restricted - follow up meeting 5 May - MT (0012561-0000367)
	Dear
	Many thanks for your email below confirming certain issues discussed at yesterday's meeting.
	In relation to the full form carriage agreement, I would note for the sake of completeness that this will obviously be subject to review by OFT/OFCOM and by DCMS' lawyers when you send it through in due course.
	As promised, we attach a short, further set of specific questions as discussed at yesterday's meeting. These are divided into questions on the carriage agreement and queries on the proposed UIL.
•	We have requested a response to these by 9am on 10 May.
	Kind regards,
	Office of Fair Trading Fleetbank House   2-6 Salisbury Square   London EC4Y 8JX   T: + 44
	From:
	Subject: Restricted - follow up meeting 5 May - MT (0012561-0000367)
	Dear Dear

Thanks for the meeting yesterday which we thought was productive.

I can confirm that News would be willing to undertake to appoint a trustee to monitor compliance with the undertakings in line with the UILs' purpose envisaged by the Secretary of State in his notice of 3 March. This offer would be made on the basis that this further undertaking would give the OFT and Ofcom sufficient comfort that the agreements that require approval post effective date can be monitored appropriately. I enclose a proposal in this respect which would be added to the final text of the UILs before you finalise your advice to the Secretary of State.

I can also confirm that News will submit to you early next week, possibly on Monday, Newco's proposed Articles of Association which incorporate the relevant undertakings (including the clarification on board quorum discussed yesterday).

Finally I can confirm that we will submit the more detailed and final form of the Carriage Agreement as soon as possible. I understand that you will send us later today a list of issues to be clarified which also include points relating to the Carriage Agreement.

Burnaika	
Best wishes	
Allen & Overy LLP	
www.allenovery.com/antitrust	
One Bishops Square London E1 6AD United Kingdom	
Tel +44 (0)20 3088 0000 Fax +44 (0)20 3088 0088	
From	
Sent: Tuesdav. April 19. 2011 9:48 PM To Cc:	<u>',                                    </u>
<b>Subject:</b> RESTRICTED: Newscorp/BSkyB - OFT/Ofcom Additional draft brand licensing and carriage agreements and responses to consultation on the UIL	
Dear	
Many thanks for your responses to our earlier question draft brand licensing agreements and carriage agreements are to the following structures are to the following structures.	nents. I attach a

- (1) further questions relating to the brand licensing and carriage agreements which take account of your responses dated 1 April and 12 April.
- (2) questions which arise from third party responses to the consultation launched by DCMS on the UIL. As you will appreciate, the responses to the consultation have been voluminous and have necessitated detailed review in order to ensure that we ask appropriate questions which will serve to enhance the UIL proposal or, in respect of which, it is appropriate to seek your view/comment.
- (3) detailed questions relating to the timing and mechanics of the UIL. I would urge you to respond in full to these questions since we wish to understand in some detail how, in practice, you understand the UIL will operate. We also include certain suggestions that we consider (following both responses to the third party consultation and further consideration) will lead to improvements to the UIL and its effective operation.

I anticipate, dependent on your responses, that this should be the final round of detailed questions prior to us providing our advice to the Secretary of State. I will endeavour to discuss with your team tomorrow both the timing for responses to these questions, the background to them and next steps.

In addition, in the interests of time, I would suggest that we schedule a meeting to discuss both your responses to the questions (including those attached to this email) and any issues which are pertinent to our advice to the Secretary of State (or issues which require resolution following receipt of your responses to the attached questions) in the week commencing 2 May. If you are amenable to this, we can arrange a convenient date and time.

	Kind regards,
	Office of Fair Trading   Fleetbank House   2-6 Salisbury Square London   EC4Y 8.IX
	z-o Galisbut Stuarei Editori LCA Foda F
-	Switchboard +44 (0)20 7211 8000
:	
	**********
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	The Office of Fair Trading
	Fleetbank House, 2-6 Salisbury Square, London EC4Y 8JX Switchboard (020) 7211 8000 Web Site: http://www.oft.gov.uk
	Title 37 www.ort.gov.uk
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<u>·            </u>		
From:		
Sent:	10 May 2011 17:24	:\
To:	Nicholas, Scola@oft.gsi.gov.uk	<u> </u>
Cc:		
Cubicate	Newco Articles of Association (0012561-0000367)	
Subject:	CO-#14045988-v1-Newco_Articles_of_Association.pdf; CO-#14045	006 11
Attachments:		
	Articles_Table.pdf; CO-#14046957-v1-DV_NewcoSky_Articles.pd	•
5	A 11 1 CA I I I I I O A Chala a	mana, al munauant
Please also find attached draft N	ewco Articles of Association submitted for the Secretary of State's a attached to my email below. I have also attached a comparite of the	pprovai puisiani Newco Articles
as against the Articles of British	Sky Broadcasting Group and, for ease of reference, a table mapping	the individual
	takings given by News in the UIL.	
Trovos / Trades to Folovant and st	taningo grioni by riono in the electronic	•
Kind regards		
Tillu Tegalus		
		• • • • • • • • • • • • • • • • • • • •
<u> </u>		
From		•
<b>Sent:</b> 10 May 2011 13:4	3	
То:		
Cci		
Subject: Nows' respons	e to OFT/Ofcom RFI of 6 May 2011 (0012561-0000367)	
Subject: News Tespons	e to of 1/O(com K(1 of 0 flay 2011 (0012301 0000307)	
Please find attached Ne	ws' response to the OFT/Ofcom questions of 6 May, including, as a	separate Annex
1 a revised draft set of	UILs. For ease of reference I have also attached a mark-up of the U	JILs showing
changes to the version r	previously submitted to the OFT/Ofcom (on 28 April 2011) but please	e let me know if it
	have a mark-up against the consultation version of the draft UIL.	
Please note that News'	response to question 2.4 will be provided separately. News will also	shortly (hopefully
later today) provide a fu	Il form draft of the Carriage Agreement and an amended draft of the	Brand Licence
Agreement.		
		•
Kind regards		,
•		
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Eromi		
From: 06 May 2011 17:	<u> </u>	
Sent: 06 May 2011 17:	<u></u>	
To: Cc:		
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Dea			
Many thanks f meeting.	or your email belo	ow confirming certain issues discussed at	yesterda
completeness	that this will obvio	ge agreement, I would note for the sake of ously be subject to review by OFT/OFCO it through in due course.	
yesterday's m		further set of specific questions as discued into questions on the carriage agoll.	
We have requ	ested a response	to these by 9am on 10 May.	
Kind regards,			
Clark and House	LO C Callabum Caus	Office of Fair Trading are   London EC4Y 8JX   T: + 44	
·	y Canada y Canada		
From:		<u> </u>	
From: Sent: 06 May 20 To: Cc:	11 15:04		
Sent: 06 May 20 To: Cc:		ing 5 May - MT (0012561-0000367)	
Sent: 06 May 20 To: Cc:		ing 5 May - MT (0012561-0000367)	
Sent: 06 May 20 To: Cc: Subject: Restrice Dear	ted - follow up meet	ing 5 May - MT (0012561-0000367) ich we thought was productive.	
Sent: 06 May 20 To: Cc: Subject: Restrice Dear Thanks for the manual can confirm that the undertakings March. This offe Ofcom sufficient monitored approximation of the confirmation of th	ted - follow up meet neeting yesterday wh it News would be will in line with the UILs or would be made on comfort that the agre priately. I enclose a		his notice of the OFT a can be
Sent: 06 May 20 To: Cc: Subject: Restrict Dear I can confirm that the undertakings March. This offe Ofcom sufficient monitored approte UILs before I can also confir proposed Article	ted - follow up meet neeting yesterday what News would be will in line with the UILs or would be made on comfort that the agre priately. I enclose a you finalise your advi	ich we thought was productive.  ling to undertake to appoint a trustee to monitor or purpose envisaged by the Secretary of State in the basis that this further undertaking would give elements that require approval post effective date proposal in this respect which would be added to ice to the Secretary of State.  mit to you early next week, possibly on Monday, it is incorporate the relevant undertakings (including).	his notice the OFT a can be the final to Newco's
Sent: 06 May 20 To: Cc: Subject: Restrice Dear Thanks for the manual confirm that the undertakings March. This offer Ofcom sufficient monitored appropriate UILs before I can also confirm proposed Article clarification on but Finally I can come as soon as possible.	ted - follow up meet neeting yesterday what News would be will in line with the UILser would be made on comfort that the agre priately. I enclose a you finalise your adving that News will subrest of Association whice oard quorum discusses	ich we thought was productive.  ling to undertake to appoint a trustee to monitor or purpose envisaged by the Secretary of State in the basis that this further undertaking would give elements that require approval post effective date proposal in this respect which would be added to ice to the Secretary of State.  mit to you early next week, possibly on Monday, it is incorporate the relevant undertakings (including).	his notice the OFT a can be the final to Newco's g the

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#### <u>www.allenovery.com/antitrust</u>

One Bishops Square London E1 6AD United Kingdom

Tel +44 (0)20 3088 0000 Fax +44 (0)20 3088 0088

From:									
Sent:	Tuesday, April	19, 2011 9:4	8 PM						<u> </u>
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	ct: RESTRICTE								
brand I	licensing and ca	arriage agree	ements an	ıd respon	ses to th	e DCMS (	consulta	ition on	the UIL
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Dear				· . · ·	•	. •			
Deal		•		,				•	

Many thanks for your responses to our earlier questions relating to the draft brand licensing agreements and carriage agreements. I attach a further set of questions which relate to the following specific areas:

- (1) further questions relating to the brand licensing and carriage agreements which take account of your responses dated 1 April and 12 April.
- (2) questions which arise from third party responses to the consultation launched by DCMS on the UIL. As you will appreciate, the responses to the consultation have been voluminous and have necessitated detailed review in order to ensure that we ask appropriate questions which will serve to enhance the UIL proposal or, in respect of which, it is appropriate to seek your view/comment.
- (3) detailed questions relating to the timing and mechanics of the UIL. I would urge you to respond in full to these questions since we wish to understand in some detail how, in practice, you understand the UIL will operate. We also include certain suggestions that we consider (following both responses to the third party consultation and further consideration) will lead to improvements to the UIL and its effective operation.

I anticipate, dependent on your responses, that this should be the final round of detailed questions prior to us providing our advice to the Secretary of State. I will endeavour to discuss with your team tomorrow both the timing for responses to these questions, the background to them and next steps.

In addition, in the interests of time, I would suggest that we schedule a meeting to discuss both your responses to the questions (including those attached to this email) and any issues which are pertinent to our advice to the

Secretary of State (or issues which require resolution following receipt of your

Kind regards,				
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Salisbury Square Lon	don   EC4Y 8JX		. «.	
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Switchboard +44 (0)20	77211 8000			
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Subject:	Revised drafts of key agreements and New	ws' response to question 2.4 of the 6 May	y
	RFI (0012561-0000367)		
Attachments:	CO-#14047640-v1-Revised_Carriage_Agre		
	14047647-v1-DV_CA_14_April-CA_10_Ma		-
	Table_of_changes_to_the_CA.pdf; CO-#14		•
•	_May.pdf; CO-#14047706-v1-DV_BLA_14_		
	v1-DV_BLA_21_March-BLA_10_May.pdf; C	O-#14047604-v1-News_response_to_2_4	١.
	_of_6_May_RFI.pdf		
			:
Please find atta	ached the following documents:		•
···	1. A clean revised draft of the Carriage Agreement (CA)		
"	< <co-#14047640-v1-revised_carriage_agreement10_l< th=""><th></th><th></th></co-#14047640-v1-revised_carriage_agreement10_l<>		
	2. Document 1 above marked-up to show changes to the c	lraft CA previously submitted to the	
	OFT/Ofcom (on 14 April 2011)		
	< <co-#14047647-v1-dv_ca_14_april-ca_10_may.pdf>&gt;</co-#14047647-v1-dv_ca_14_april-ca_10_may.pdf>		
	3. A table explaining the changes made since the last draft	of the CA was submitted to the	
	OFT/Ofcom		٠.
	< <co-#14024262-v3-table_of_changes_to_the_ca.pdf>&gt;</co-#14024262-v3-table_of_changes_to_the_ca.pdf>		
	4. As requested, a further mark-up of document 1 above s	howing changes against the version	
	submitted to DCMS (on 21 March 2011)	· · · · · · · · · · · · · · · · · · ·	
	< <co-#14047663-v1-dv_ca_21_march-ca_10_may.pdf></co-#14047663-v1-dv_ca_21_march-ca_10_may.pdf>		
	5. A revised draft Brand Licence Agreement (BLA) market		
	previously submitted to the OFT/Ofcom (on 14 April)		
	< <co-#14047706-v1-dv_bla_14_april-bla_10_may.pdf< th=""><th></th><th></th></co-#14047706-v1-dv_bla_14_april-bla_10_may.pdf<>		
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	DCMS on 21 March		
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From: Sent: To:		12 May 2011 10:50	)			. ,
Cc: Subject:		News/BSkyB				
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Dear				·		
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Many thanks,						
		nt for Culture, Media :  2-4 Cockspur Street		5DH	·	

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To: Cc:	
Subject: News	/BSkyB
	Further to our telephone conversation, we would envisage that Pinsent Masons will provide a mark-up of the contracts, covering the issues we have from a commercial point of view. In order to facilitate this, could you please let me have Word versions of both the most recent carriage agreement and brand licensing agreement? I do have these documents, of course, but only in pdf version.
	Many thanks,  Legal Advisers to the Department for Culture, Media and Sport  Treasury Solicitor's Department  2-4 Cockspur Street  London  SW1Y 5DH
[	2170 www.culture.gov.uk
	**************************************

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From: Sent: To:	19 M	ay 2011 10:28			
Cc:					
Subject:	KE: P	insent Masons Keview			
Dear					
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Regards,					
	<u>.</u>				
Legal Advisers	s to the Department for Cu	lture, Media and Sport			
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From: Sent: 19 May To:	2011 10:11				
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Best wishes					
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Allen & Overy	LLP		•		
www.allenove	ry.com/antitrust		• •		
One Bishops S London E1 6AD					•
United Kingdo	m ·				

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	From: Sent: Thursday To: Cc: I	y, May 12, 2011 10:59 AM	
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· · · · · · · · · · · · · · · · · · ·	Sent: Thursda To:	y, May 12, 2011 10:50 AM	
* *	Cc:	c/PClorP	
	Subject: News	Dear  Further to our telephone conversation, we would envisage that Pinsent Mason	e will
		provide a mark-up of the contracts, covering the issues we have from a commpoint of view. In order to facilitate this, could you please let me have Word ve	ercial
		of both the most recent carriage agreement and brand licensing agreement? I describe the search agreement of accuracy but only in ndf version.	io have
	**	these documents, of course, but only in pdf version.	
		Many thanks,	
		Legal Advisers to the Department for Culture, Media and Sport Treasury Solicitor's Department  2-4 Cockspur Street  London  SW1Y 5DH	
		2170 www.culture.gov.uk	
		**************************************	*****
		This email and its contents are the property of the Department for Culture, Mosport.	edia and

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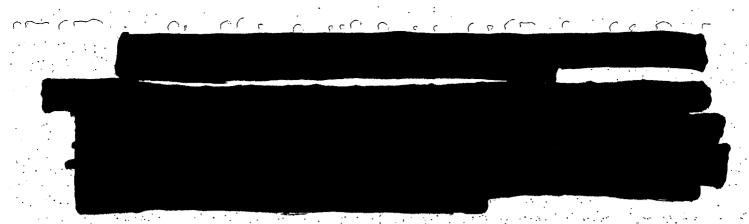
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From:			•		
Sent:	20 May 2011	13:56	*	** : : *	
То: Сс:					; ; .
Subject:	RE; Carriage	agreement - comme	nts on change cla	use	
Attachments:	[CJSM] RE: Ca	arriage agreement -	comments on cha	inge clause ; [CJSN	] RE: Carriage
	agreement -	comments or		•	
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Thanks for this, which changes made by the a					
lon't think anyone had	d objection to, and wo	ould be grateful to	hear if the amen	idments answer y	our concerns.
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ianks,					•
Legal Advisers to the De	partment for Culture, M	Iedia and Sport			
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rom:					
Sent: 20 May 2011 12: Fo	U4 ]				
Cc:		· · · · · · · · · · · · · · · · · · ·		<u> </u>	<del></del>
<b>Subject:</b> Carriage agre	ement - comments or				
Comments on Pinsent	ts revised carriage ag	reement ['Carriage	agreement (18 l	May2011)-1 (comp	ared with
Carriage Agreement (1	19 May 2011)-1).pdf']		•	٠	
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I think we are broadly co you sent us at 2.40pm y		usion of		base	d on the version
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As an aside, the current numbering of the draft agreement is starting to get confusing, with more than one clause A or B etc. You might want to ask Pinsents to renumber to minimise the risk of any confusion in cross references in the document.

Clive

:: Ofcom
Riverside House
2a Southwark Bridge Road
London SE1 9HA
020 7981 3000
www.ofcom.org.uk

For more information visit www.ofcom.org.uk

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4. 	EX.L 59
From:	
From: Sent:	20 May 2011 14:11
To:	20 Way 2011 14.11
Cc:	
Subject:	News Corporation/Sky merger
Attachments:	Redline Brand Licence (18 Maycompared against 10 May 2011 version) pdf
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riease see atta follow.	ached a marked up version of the Brand Licensing Agreement. The Carriage Agreement will
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Legal Advisers	to the Department for Culture, Media and Sport
From:	
Sent: 19 May	2011 11:03
To:	
Cc:	
Subjects DE. 1	Pinsent Masons Review (0012561-0000367)
Subject: Re. 1	Finselic Mason's Review (0012301-0000307)
Thank you. W	e look forward to hearing from you as soon as possible so that the OFT can finalise their advice to the
Secretary of St	late.
Regards	
<b>Y</b>	
From:	
	Thursday, May 19, 2011 10:28 AM
To:	That day, 1 ta, 20, 2011 20:20 1 to
Cc:	
Subje	ect: RE: Pinsent Masons Review
Dear	
Dear	,
I had	hoped, as we discussed, that the documents would be with you yesterday. Unfortunately that
wasn'	It possible. I have a couple of queries at this end, but we should be getting you marked up
	ons of both Agreements later today/early tomorrow.
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ubjec	Pinsent Masons Review	:
	can you please give us an update of the status and timing of Pinsent Masons' review.	
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•	From	
	From: Sent: Thursday, May 12, 2011 10:59 AM	
	To:	
	Cc:	
	Cc: Subject: Word versions of BLA and CA (0012561-0000367)	
	Subject: Word versions of BLA and CA (0012561-0000367)	
. [	Cc: Subject: Word versions of BLA and CA (0012561-0000367)	
· · [	Subject: Word versions of BLA and CA (0012561-0000367)  Please find attached as requested.	
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	Subject: Word versions of BLA and CA (0012561-0000367)  Please find attached as requested.	
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	Subject: Word versions of BLA and CA (0012561-0000367)  Please find attached as requested.	

To:	
Cc: Subject: News	
	Dear
	Further to our telephone conversation, we would envisage that Pinsent Masons will provide a mark-up of the contracts, covering the issues we have from a commercial point of view. In order to facilitate this, could you please let me have Word versions of both the most recent carriage agreement and brand licensing agreement? I do have these documents, of course, but only in pdf version.  Many thanks,
	Legal Advisers to the Department for Culture, Media and Sport
	Treasury Solicitor's Department  2-4 Cockspur Street  London  SW1Y 5DH
	**************************************
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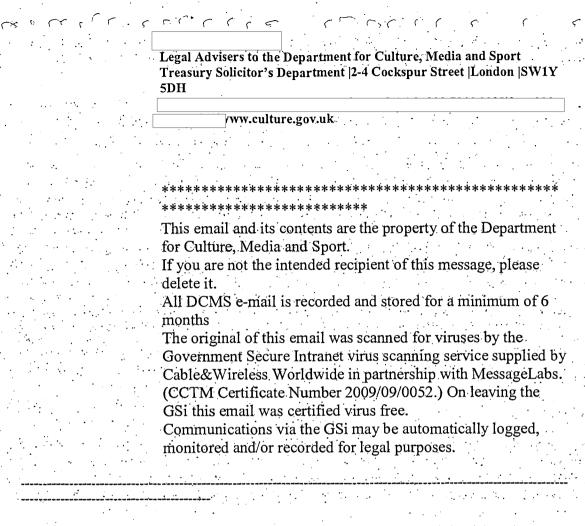
This email was received from the INTERNET and scanned by the Government Secure Intranet anti-virus service supplied by Cable&Wireless Worldwide in partnership with MessageLabs. (CCTM Certificate Number 2009/09/0052.) In case of problems, please call your organisation's IT Helpdesk. Communications via the GSi may be automatically logged, monitored and/or recorded for legal purposes.

					EX.L	60
From: Sent: To:	20	May 2011 17:1	8			<b>3</b> 5.
Cc: Subject: Attachments:			tion/Sky merger eement (18 May			
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Regards,						
Legal Advisers to the	Department for (	Culture, Media	and Sport			
		/· · · · · ·				
From: Sent: 20 May 2011 To: Cc: Subject: Re: News	Corporation/Sky		d us a clean ve	rsion in MS word	<b>!?</b>	
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	attached a mark will follow.	ed up version	of the Brand I	icensing Agreen	nent. The Carriag	e
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egal Ad	lvisers to the Department for Culture, Media and Sport
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Regards	
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	From:
	Sent: Thursday, May 19, 2011 10:28 AM
	To:
	Cc:
	Subject: RE: Pinsent Masons Review
	Subject NET History Hasons Neview
	Dear
	I had hoped, as we discussed, that the documents would be with you yesterday.
	I had hoped, as we discussed, that the documents would be with you yesterday. Unfortunately that wasn't possible. I have a couple of queries at this end, but we
	Unfortunately that wasn't possible. I have a couple of queries at this end, but we
	Unfortunately that wasn't possible. I have a couple of queries at this end, but we should be getting you marked up versions of both Agreements later today/early
	Unfortunately that wasn't possible. I have a couple of queries at this end, but we should be getting you marked up versions of both Agreements later today/early
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Sept. 19 May 2011 10:11 To								: ', • '
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Subject: Pinsent Masons Re	view							
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	Subject: Word versions of BLA and CA (0012561-0000367)
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	From:
	<b>Sent:</b> Thursday, May 12, 2011 10:50 AM
	To:
•	Cc:
	Subject: News/BSkyB
	Dear
-	Deal
	Further to our telephone conversation, we would envisage that
	Pinsent Masons will provide a mark-up of the contracts,
	covering the issues we have from a commercial point of view.
	In order to facilitate this, could you please let me have Word
	versions of both the most recent carriage agreement and brand
	licensing agreement? I do have these documents, of course, but
	only in pdf version.
	only in par voicion.
	Many thanks,
	ividity thanks,
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< Redline Brand Licence (18 Maycompared against 10 May 2011 version).pdf>

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nt:	23 May 2011 12:26
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	(0010501 0000307)
bject:	Carriage Agreement (0012561-0000367)
do you when we will re	eceive the Carriage Agreement today? Many thanks
gards	
From: Sent: Friday, May 20,	2011 t
To:	2011 3.18 FM
Cc:	
Subject: RE: News Co	rporation/sky merger
	Vord version. Unfortunately I think the Carriage Agreement will now be on for the delay. If I am able to get it to you sooner, then I will do so.
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	for the delay. If I am able to get it to you sooner, then I will do so.
	for the delay. If I am able to get it to you sooner, then I will do so.
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Legal Advisers to the D  From: Sent: 20 May 2011 17	epartment for Culture, Media and Sport
Regards,  Legal Advisers to the D  From Sent: 20 May 2011 17 To: Cc:	epartment for Culture, Media and Sport
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Regards,  Legal Advisers to the D  From: Sent: 20 May 2011 17 To: Cc: Subject: Re: News Co	epartment for Culture, Media and Sport  2:01  prporation/Sky merger
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Regards,  Legal Advisers to the D  From: Sent: 20 May 2011 17 To: Cc: Subject: Re: News Co  thank you.  Will we receive the to  Regards	epartment for Culture, Media and Sport  2:01  prepartment for Culture, Media a
Regards,  Legal Advisers to the D  From: Sent: 20 May 2011 17 To: Cc: Subject: Re: News Co  thank you.  Will we receive the to  Regards	epartment for Culture, Media and Sport  2:01  prepartment for Culture, Media a

Please see attached a marked up version of the Brand Licensing Agreement. The Carriage Agreement will follow.

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I had hoped, as we discussed, that the documents would be with you yesterday. Unfortunately that wasn't possible. I have a couple of queries at this end, but we should be getting you marked up versions of both Agreements later today/early tomorrow.

	Regards,		,				
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	From:						<u> </u>
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	Subject: Pinsent Mason	5 Keview					
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Direct [	
Tel +44	(0)20 3088 0000
Fax +44	(0)20 3088 0088
	From: Sent: Thursday, May 12, 2011 10:59 AM
	To:
	Cc:
	Subject: Word versions of BLA and CA (0012561-0000367)
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	andre de Maria de Galler de Carlos de Ca Carlos de Carlos de C
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	Mild regards
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	From:
	<b>Sent:</b> Thursday, May 12, 2011 10:50 AM
	To:
	Cc: Subject: News/BSkyB
	Subject. Hems/ Dokyo
	Dear

Further to our telephone conversation, we would envisage that Pinsent Masons will provide a mark-up of the contracts, covering the issues we have from a commercial point of view. In order to facilitate this, could you please let me have Word versions of both the most recent carriage agreement and brand licensing agreement? I do have these documents, of course, but only in pdf version.

Legal Advisers to the Department for Culture, Media and Sport
Treasury Solicitor's Department |2-4 Cockspur Street |London |SW1Y 5DH

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< Redline Brand Licence (18 Maycompared against 10 May 2011 version).pdf>

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· · · ·					EX	(.L 63
From: Sent:		23 May 2011 12:5	] 7			
To: Cc:						
Subject Attachr		RE: Carriage Agree CO-#14047640-vi May 2011).pdf; Ca	L-Revised_Carriag	e_Agreement (10	) May 2011 com Joc	pared with23
Apolog	gies for the delay, but pl	lease see the Carri	age Agreement	attached in both	h pdf and Wor	<b>1.</b>
Regard	ls,					
Legal A	dvisers to the Department	for Culture, Media	and Sport			
		. , ; . ,				
From: Sent: 2	23 May 2011 12:26	<del> </del>				
To:	2011 12:20	·				• • • • • • • • • • • • • • • • • • • •
Cc: Subject	ct: Carriage Agreement (0	0012561-0000367)	• • • • •	 		
· · · · ·	 → do you when we will re	ceive the Carriage	Agreement today	? Many thanks	•	
D		ocivo tilo odillago		. many manne		<b>5</b> .
Regard	is					
			•		· · · · · · · · · · · · · · · · · · ·	
	From: Sent: Friday, May 20, 2	011 5:18 PM				
	To: Cc:					
	Subject: RE: News Cor	poration/Sky merge	er		1	
	:	·	•			
	Please see attached W Monday. I apologise i	ord version. Unfofor the delay. If I a	ortunately I thinl am able to get it	k the Carriage A to you sooner,	Agreement will then I will do s	now be on
	Regards,	• · · · · · · · · · · · · · · · · · · ·				
						. •
	Legal Advisers to the De	partment for Cultur	re, Media and Spo	· ort	,	
	J					

From: Sent: 20 May 2011 17:01	
To: Cc:	
Subject: Re: News Corporation/Sky merger	
thank you. Would you also be to send us a clean version in MS	word?
Will we receive the mark up of the CA today as we hope?	
Regards	
On 20 May 2011, at 15:10	
Please see attached a marked up version of the Brand Licensing Ag	preement. The
Carriage Agreement will follow.	200000000000000000000000000000000000000
Regards,	
Legal Advisers to the Department for Culture, Media and Sport	
From: Sent: 19 May 2011 11:03 To:	
Cc:	
Subject: RE: Pinsent Masons Review (0012561-0000367)	
Thank you. We look forward to hearing from you as soon as possible so finalise their advice to the Secretary of State.	that the OFT can
Regards	

No.		en e
From:		
	ay 19, 2011 10:28 AM	
To:		
Cc:		
Subject: RE: Pinse	nt Masons Review	
Dear		
yesterday. Unfort this end, but we s	e discussed, that the documents wunately that wasn't possible. I have hould be getting you marked up vettoday/early tomorrow.	e a couple of queries at
Regards,		
Legal Advisers to the	 ne Department for Culture, Media and	Sport
Degiti Havisers to the	te Department for Cartary 1/12cam and	
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<b>P</b>		entre production and the contract of the contr
From:	1 10.11	· -
<b>Sent:</b> 19 May 201 <b>To:</b>	1 10:11	
Cc:		
Subject: Pinsent I	Masons Review	
oubject moene	ASSOTS NOTICE	•
	•	
can you   Masons' review.	please give us an update of the statu	s and timing of Pinsent
	•	•
	ons we hoped to receive them by yes	sterday as discussed on
Monday.		
		· .
•	•	
Many thanks		
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Allen &	Overy LLP	<u> </u>					
www.al	lenovery.com/anti	<u>trust</u>			· · ·		
One Bis	shops Square						
London El 6AD							
United 1	Kingdom	•					•
Direct [	4 (0)20 2000 0000				•		
Fax +4	4 (0)20 3088 0000 4 (0)20 3088 0088						
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	Fue we s			•			
	From:						
	Sent: Thursday,	, May 12,	2011 10:59	AM		· ·	
		, May 12,	2011 10:59	AM			
	Sent: Thursday, To:				51-000036	57)	
	Sent: Thursday, To: Cc:				51-000036	57)	
	Sent: Thursday, To: Cc:				51-000036	57)	
	Sent: Thursday, To: Cc:				51-000036	57)	
	Sent: Thursday, To: Cc: Subject: Word	versions c	of BLA and (		51-000036	57)	
	Sent: Thursday, To: Cc:	versions c	of BLA and (		51-000036	57)	
	Sent: Thursday, To: Cc: Subject: Word	versions c	of BLA and (		51-000036	57)	
	Sent: Thursday, To: Cc: Subject: Word	versions c	of BLA and (		51-00003€	57)	
	Sent: Thursday, To: Cc: Subject: Word	versions c	of BLA and (		51-000036	57)	
	Sent: Thursday, To: Cc: Subject: Word  Please find attack	versions c	of BLA and (		51-000036	57)	
	Sent: Thursday, To: Cc: Subject: Word  Please find attack	versions c	of BLA and (		51-000036	57)	
	Sent: Thursday, To: Cc: Subject: Word  Please find attack	versions c	of BLA and (		51-000036	57)	
	Sent: Thursday, To: Cc: Subject: Word  Please find attack	versions c	of BLA and (		51-000036	57)	
	Sent: Thursday, To: Cc: Subject: Word  Please find attack	versions c	of BLA and (		51-000036	57)	
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	Sent: Thursday, To: Cc: Subject: Word  Please find attack	versions c	of BLA and (		51-00003€	57)	
	Sent: Thursday, To: Cc: Subject: Word  Please find attack	versions c	of BLA and (		51-000036	57)	

From:		. A G		٦٠, ٠٠.
	, May 12, 2011 10:50	ΔΜ		
To:	7, 11dy 12, 2011 10.50			
Cc:				
Subject: News	/BSkyB			٠.
	Dear			
	The state of the same and and	1	4:	11
	Further to our telep			
	envisage that Pinse			
	the contracts, cover			
	commercial point of			
	could you please le			
	most recent carriag			
	agreement? I do ha	ve these docur	nents, of cou	rse, but
	only in pdf version			
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	Many thanks,			
	Triumy triuminis,			
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	Legal Advisers to the	Department for	Culture, Medi	ia and
	Sport Treasury Solicitor's 1	Danautmant 12.4	Caalcanus Štua	ot II ondo
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					EX.L 64
From:				and the particles	
Sent: To:		23 May 2011 14:03	<u> </u>	• • • • • • • • • • • • • • • • • • • •	
Cc:					
Subject	<b>t</b>	RE: Carriage Agreen	nent (0012561-00	00367)	
<u>· ·</u>	thank you. I note that	section I .1(a) and I.2	are marked "subie	ect to further review"	
When d	lo you anticipate that suc	h review would be cor	npleted?		
Regard	s				
	From:	2011 12-57 51			
	Sent: Monday, May 23,	2011 12:57 PM			
	Cc:				
	Subject: RE: Carriage	Agreement (0012561-0	0000367)		
	::	•			
			* . * * * * * * * * * * * * * * * * * *		
	Apologies for the dela	y, but please see the	Carriage Agree	ment attached in b	oth pdf and Word.
	Regards,				
[	Legal Advisers to the De	partment for Culture,	Media and Sport	]	
l		•	; ·		
<b>Y</b> .	From:				
	Sent: 23 May 2011 12:	26			
	To: Cc:			•	
	Subject: Carriage Agre	ement (0012561-0000	0367)		•
Γ	d a vav vda a a			tadaya Many thank	_
	do you when	we will receive the Car	rriage Agreement	today? Many thank	S
	Regards	•			
				•	
		·	· · · · · · · · · · · · · · · · · · ·		
	From	4 20 2044 5 40 504	<del>.</del> .		
	Sent: Friday, N To:	May 20, 2011 5:18 PM		]	·.
	Cc:				
	Subject: RE: N	News Corporation/Sky	merger		
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		on. Unfortunatel delay. If I am ab				
Regards,						
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Legal Advisers to t	the Department f	or Culture, Media	and Sport			•
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					·	
From:						
Sent: 20 May 201	1 17:01					
ro: cc:						
<b>Subject:</b> Re: Nev	vs Corporation/S	ky merger				٠.٠
· · ·						
thank	you. Would yo	ou also be to sen	d us a clean v	ersion in MS	word?	, · .
Will we receive	the mark un of	the CA today as				
will we receive	the mark ab or	the CA today as	. we nope:			٠
Regards						. •
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On 20 May 201	1, at 15:10,					
wrote:	· · · · ·		• • •	• •	· · · · · · · · · · · · · · · · · · ·	
	$\neg$		• • • • • • • • • • • • • • • • • • • •			
			:	•		
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		arked up version	of the Brand	Licensing A	greement.	
The Cari	riage Agreemer	at will follow.		,	•	
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				•		
Regards,	,		· .			
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Legal Ad	visers to the Dep	artment for Cultur	e, Media and S	port		
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From:		The state of the s	ante des y dijusti, prim salentanten talan itali, irra, de Nebesta di iden se inte	s la nécrocionada o la 1914 de la comitación de la comita	Brand and a second of the seco	
	May 2011 11:0	3				
To:	·					
Cc:						

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etting you marked up versions omorrow.
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•
ure, Media and Sport

<u>,                                    </u>		• • • • • •	¬ · .	.·		••
Subject	: Pinsent Mas	ons Review		:		
			• •			•
· · ·						• <del>.</del>
	can you plea	ase give us ar	n update of th	ne status a	and timing	of
Pinsent	Masons' revie	ew.	••	•		• • • • • • • • • • • • • • • • • • • •
2. 4				·		
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If they h	ave questions	s we hoped to	receive then	n by yeste	rday as dis	scussed
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	From:	day May 12	2011 10:50	ΛΜ		
	To:	day, May 12,	2011 10:59 /	AIM .		
	Cc:					
		ord versions	of BLA and Ca	A (001256	51-0000367	7)
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	Dloose find	attached as re	anuestad			
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Kind regards			
Tana regards			
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From:			
Sent: Thursday	v. Mav 12. 2011 10	:50 AM	
То	· ·		
Cc Subject: News	·/BClavB		•
Subject. News	y DONYD		
	Dear		•
	- Dour		
• • • • • • • • • • • • • • • • • • • •	•		* .
	Further to our te	lephone conversation, we	bluow
		nsent Masons will provide	
•		contracts, covering the issu	
· .	_	nmercial point of view. In	
•		could you please let me h	
		of both the most recent car	
	agreement and b	orand licensing agreement?	I do
		ments, of course, but only	
	version.	•	-
	Many thanks,		
	. *	•	
•			
			,
		the Department for Culture, I	Media
	and Sport		
	and Sport Treasury Solicitor	-'s Department  2-4 Cockspur	
	and Sport	-'s Department  2-4 Cockspur	
	and Sport Treasury Solicitor	-'s Department  2-4 Cockspur	Street

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	EX.L6
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om:	
int:	26 May 2011 15:48
) <b>:</b>	
<b>:</b>	
ıbject:	CA and BLA (0012561-0000367)
tachments:	LT-#6815735-v3-Revised_draft_Carriage_Agreement26_May_2011.DOC; CO-#
	14173525-v1-DV_DCMS_CACA_26_May PDF; CO-#14137043-v4-
	Table_of_changes_to_the_CA26_May_2011.DOC; LT-#6815876-v4-
	Revised_draft_Brand_Licence_26_May_2011.DOC; CO-#14173588-v1-
	DV_DCMS_BLABLA_26_May.PDF; CO-#14137310-v2-Table_of_changes_to_BLA
	26_May_2011.DOC; CO-#14161198-v1-Attachment_to_CA_Table_of_Changes25
	_May_2011.XLS
ONFIDENTIAL	
nclose our mark ups against	the drafts of the Carriage Agreement and the Brand Licence Agreement that you so
on, respectively, 20 May and	1 23 May.
ean versions of each agreem	ent are also attached.
vill be in touch to make sure t	ent are also attached.  hat everything is clear and discuss timing and next steps also in light of an update
vill be in touch to make sure t	
vill be in touch to make sure to the OFT/Ofcom process.	
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From:			<u> </u>		<del></del>		• • • •
From: Sent: 23 May	, 2011 12:26		· · · · · · · · · · · · · · · · · · ·				
From: Sent: 23 May	, 2011 12:26						
Sent: 23 May To: Cc:							
Sent: 23 May To: Cc:	, 2011 12:26 riage Agreement (00	012561-0000367)					
Sent: 23 May To: Cc: Subject: Car	riage Agreement (00	•					
Sent: 23 May To: Cc: Subject: Car		•		oday? Many	thanks		
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						EX.L	- 68
From: Sent:		; 26 May 2011	17.42				
To: Cc:		26 May 2011	17.42				
Subject: Attachn		CO-#1413704	LA (0012561-000 13-v4-Table_of_c -Table_of_chang	hanges_to_th			-#
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	I enclose our mark ups you sent us on, respec			e Agreement	and the Brand	Licence Agreer	nent that
	We have prepared two review and the Secreta						
	Clean versions of each	n agreement are	also attached.		· •		
	I will be in touch to ma update with on the OF			nd discuss tir	ning and next s	teps also in ligh	nt of an
	Best wishes						
	Allen & Overy LLP				·		
	www.allenovery.com/ar	ntitrust					
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	One Bishops Square London						•

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	From:					
	Sent: Monday, May 23	3, 2011 12:57 PN	1			
	Cc:					
	Subject: RE: Carriage	Agreement (00	12561-0000367	)		
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	Apologies for the del	lay, but please	see the Carria	ge Agreemei	nt attached in bo	th pdf and
	Word.	•				
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	Regards,					
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	From		ulture, Media ar	nd Sport		
	From Sent: 23 May 2011 12		ulture, Media ar	nd Sport		
	From Sent: 23 May 2011 12 To: Cc:	:26		nd Sport		
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	From Sent: 23 May 2011 12 To: Cc: Subject: Carriage Agr	::26 eement (001256	51-0000367)		av2. Many thanks	
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	01 June 2011 16:10	
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ct:	CA and BLA - timing update (0012561-0000367)	
do you baya any	update on whether you will be able to revert to us today? Man	ny thanka
i	update on whether you will be able to revert to us today! Man	iy ulaliks
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From:		
Sent: 27 May 201 To:	11 05:51	
Cc:		
Subject: RE: CA	and BLA (0012561-0000367)	
ent yes	ef chance to look at these documents, including the amend sterday. We anticipate being in a position to revert to you week, considering the bank holiday in the meantime.	
ent yes	sterday. We anticipate being in a position to revert to you	
Thursday next w	sterday. We anticipate being in a position to revert to you	
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ent yes Thursday next w Regards,  Legal Advisers to t	sterday. We anticipate being in a position to revert to you week, considering the bank holiday in the meantime.  the Department for Culture. Media and Sport	
rhursday next w Regards,  Legal Advisers to 6  From: Sent: 26 May 201 To: Cc:	sterday. We anticipate being in a position to revert to you week, considering the bank holiday in the meantime.  the Department for Culture. Media and Sport	
rhursday next w Regards,  Legal Advisers to 6  From: Sent: 26 May 201 To: Cc:	sterday. We anticipate being in a position to revert to you zeek, considering the bank holiday in the meantime.  the Department for Culture. Media and Sport  11 16:48	
Ent yes Thursday next w Regards,  Legal Advisers to 6  From: Sent: 26 May 201 To: Cc: Subject: RE: CA	sterday. We anticipate being in a position to revert to you zeek, considering the bank holiday in the meantime.  the Department for Culture. Media and Sport  11 16:48  and BLA (0012561-0000367)  sch for this. I will discuss with Pinsents, and then revert to	on either Wednesday
Ent yes Thursday next w Regards,  Legal Advisers to 6  From: Sent: 26 May 201 To: Cc: Subject: RE: CA	sterday. We anticipate being in a position to revert to you zeek, considering the bank holiday in the meantime.  the Department for Culture. Media and Sport  11 16:48  and BLA (0012561-0000367)  sch for this. I will discuss with Pinsents, and then revert to	on either Wednesday
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From Sent: 26 May 2011 15:48 To: Cc:		
<b>Subject:</b> CA and BLA (0012561-0000367)		·
CONFIDENTIAL		
,		
I enclose our mark ups against the drafts or you sent us on, respectively, 20 May and 2		nd the Brand Licence Agreement that
We have prepared two tables that explain t review and the Secretary of State's consider		
Clean versions of each agreement are also	attached.	
I will be in touch to make sure that everythi update with on the OFT/Ofcom process.	ng is clear and discuss timir	ng and next steps also in light of an
Best wishes		
Allen & Overy LLP		
www.allenovery.com/antitrust		
One Bishops Square		
London E1 6AD		
United Kingdom		
Direct Tel +44 (0)20 3088 0000 Fax +44 (0)20 3088 0088	•	
1 ax 144 (0)20 3000 0000		
From Sent: Monday, May 23, 2011 12:5	7 PM	
<b>Cc:</b>   <b>Subject:</b> RE: Carriage Agreement	(0012561-0000367)	
Apologies for the delay, but ple Word.	ase see the Carriage Agre	ement attached in both pdf and
Regards,		

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From: Sent: 23 May	, 2011 12:26					
To:	y 2011 12.20					
Cc:						
Subject: Car	rriage Agreem	ent (0012561-0	000367)			
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Regards						

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	· 		EX.L71
From: Sent: To: Cc:	02 June 2011 18:08		
Subject:	RE: CA and BLA - timing update	e (0012561-0000367)	
do you still intend	to revert to us today? We are extreme	ely concerned by this delay.	
Regards			
From: Sent: 01 lune 2011	1 11:10		
To Cc			
	LA - timing update (0012561-0000367	•	
	ve any update on whether you will be	able to revert to us today?	Many thanks
Regards			
То	lay 2011 05:51		
Cc: Subject: R	E: CA and BLA (0012561-0000367)		
which	sent yesterday. We anticipate y or Thursday next week, consider	e being in a position to rev	ert to you on either
Regards,			
Legal Advis	sers to the Department for Culture. Med	dia and Sport	
From Sont 36 M	15v 2011 16:49		•
To: Cc:	lay 2011 16:48		
Subject: F	RE: CA and BLA (0012561-0000367)		

Thanks very much for this. I will discuss with Pinsents, and then revert to you tomorrow

		·	
Regards,		•	
egal Advisers to the Der	partment for Culture, Media and Sport		
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rom: ent: 26 May 2011 15:4	10		
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	against the drafts of the Carriage Agreer t us on, respectively, 20 May and 23 Ma		
groomone that you con	it do on, respectively, 20 may and 20 ma		
e have prepared two t	ables that explain the changes made. I	hope that this will assist Pinsen	nt .
lasons' review and the	Secretary of State's consideration of so		
ne mark-ups.	•	•	
lean versions of each	agreement are also attached	·	
Clean versions of each	agreement are also attached.		
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is confidential and may also be privileged. If you are not the intended	recipient please delete it
nmediately by telephoning or e-mailing the sender. You should not co	
e its contents to any other person.	• • • • • • • • • • • • • • • • • • • •
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· · · · · · · · · · · · · · · · · · ·	·.		EX.L 73
From: Sent: To: Cc:	03 June 2011 16:33		
Subject:	RE: CA and BLA - timing update (001	2561-0000367)	•
Dear		•	
progress internally on discuss. Pinsent Mason's marked-up v	orning, although we haven't yet beeing outstanding issues in relation to ersions. We think that the issues are rectly between yourselves and Pinse	the agreements foll e narrowing conside	owing your response to rably, and we would
gards,		*	
			\$
Legal Advisers to the Departmen	for Culture, Media and Sport		
From: Sent: 02 June 2011 18:08 To: Cc:			
Subject: RE: CA and BLA - timi	ng update (0012561-0000367)  vert to us today? We are extremely co	incerned by this delay	d.
Regards			•
From Sent: 01 June 2011 11: To: Cc:	10		
	timing update (0012561-0000367)  ny update on whether you will be able	to royart to us today?	Many thanks
Regards	ny upuate on whether you will be able	to revert to us today!	waity mains
ragards	·	· · · · · · · · · · · · · · · · · · ·	
From: Sent: 27 May 2 To:	011 05:51		
Cc:	A J DI A (0012561 0000057)		
Subject: RE: C	A and BLA (0012561-0000367)		

We've had a brief chance to look at these documents, including the amended change list	
which sent yesterday. We anticipate being in a position to revert to you on either	
Wednesday or Thursday next week, considering the bank holiday in the meantime.	
Regards,	
·	
Legal Advisers to the Department for Culture, Media and Sport	
F	-
From: Sent: 26 May 2011 16:48	
To	
Cc	
<b>Subject:</b> RE: CA and BLA (0012561-0000367)	
Thanks very much for this. I will discuss with Pinsents, and then revert to you tomorrow	
about timings for us to revert to you.	
Regards,	
Legal Advisers to the Department for Culture, Media and Sport	
From:	-
Sent: 26 May 2011 15:48	
To:	٦
Cc:	
<b>Subject:</b> CA and BLA (0012561-0000367)	
CONFIDENTIAL	
Landage our mark upg against the drofts of the Carriage Agreement and the Brand License	
I enclose our mark ups against the drafts of the Carriage Agreement and the Brand Licence Agreement that you sent us on, respectively, 20 May and 23 May.	
rigition that you don't as on, respectively, 20 May and 20 May.	
We have prepared two tables that explain the changes made. I hope that this will assist Pinsent	
Masons' review and the Secretary of State's consideration of some of the commercial issues raised in	n
the mark-ups.	
Clean versions of each agreement are also attached.	
I will be in touch to make sure that everything is clear and discuss timing and next steps also in light	
of an update with on the OFT/Ofcom process.	
Best wishes	
Dest Mishes	

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Partner	· .			
Allen & Overy LLP			, ·	
www.allenovery.com/	<u>intitrust</u>			
		•		
One Bishops Square London	•	•		
E1 6AD				
United Kingdom		•		
Direct				
Tel +44 (0)20 3088 00 Fax +44 (0)20 3088 00				
rax +44 (0)20 3088 00				•
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F		-		
From:	ay, May 23, 2011 12:	57 DM		
To:	iy, May 23, 2011 12.	37 FM	•	
Cc:				
Subject: RE	: Carriage Agreemen	t (0012561-0000	367) ·	•
	·			
and Word.	of the delay, but pr	ease see the Car	riage Agreement at	tached in both pur
				•
		+		
Legal Advise	rs to the Department	for Culture, Medi	a and Sport	
				•
•				
			adardisahannan sanguran hina tertamberkan kemaci ini si sistempakan ng pasisisa sangu	
From: /	ny 2011 12:26			
To:	IY ZUII 12.20			
Cc:				
Subject։ Ca	rriage Agreement (U	012561-0000367		
				•
do	you when we will rec	eive the Carriage	Agreement today?	Many thanks
Danada			•	
Regards	•		•	
	•	•		
		•		

This email is confidential and may also be privileged. If you are not the intended recipient please delete it and notify us immediately by telephoning or e-mailing the sender. You should not copy it or use it for any purpose nor disclose its contents to any other person.

		EX.L74
From: Sent: To: Cc:	14 June 2011 12:43	
Subject:	RE: RESTRICTED - RE: Revised UILs - News/BSk	yB - Confidential (0012561-0000367)
Dear		
Many thanks for your email	l	
We are grateful for your co	nfirmation in relation to points 1, 2 and 4	١.
	for your acceptance of the change to pa to reverting to the suggested language ekstop date).	
points. However, you will a	n confirm that - at present - OFT / Ofcompreciate that this is without prejudice to son specific points for the purpose of fir	the possibility that we
We look forward to receiving	ng a revised draft of the UIL in line with t	he above.
Kind regards		
eetbank House   2-6 Salisbury	Office of Fair Trading Square   London EC4Y 8JX   T: +	
From: Sent: 14 June 2011 11:24		
To: Cc:		·
	Revised UILs - News/BSkyB - Confidential (00	•
relevant to compliance with sect	n now confirm that Sky holds the records that you ion 4.9 of the UIL.	ou reier to in point 2 below which are
I look forward to hearing from yo	ou.	
Best wishes		

From:	
Cont. 1	
Seint, I	4 June 2011 11:17
To:	
Cc:	
Subjec	t: RE: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)
Jubjec	CONTROLLE MENTIONED OLD MENTION DOMES CONTROLLED TO COURSE OF THE MENTION OF THE
Dear	News is prepared to modify the UILs as you requested in points 1 and 4 below.
Deal	News is prepared to modify the ores as you requested in points 1 and 4 below.
On poir	at 3 and
	Control of the Control of the Leaders of the Control of the Contro
	we would be OK to revert to the language you suggested on 13
	an you please let me know what your position is as News does not want this issue to cause any delay
	finalisation of the OFT report to the Secretary of State. The modification to section 6.7 is, in any
event, a	agreed.
We are	checking the position with Sky on point 2 and we will revert to you very shortly.
Can vo	u please also confirm as soon as you that there are no other points open on the UIL so that we can
	ou a final set of UIL tracked against last version sent and the consultation version.
,	· · · · · · · · · · · · · · · · · · ·
Best wi	shoe
Dest Wi	31163
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	From:
	<b>Sent:</b> 13 June 2011 19:56
	To:
•	
	Cc:
	Cc:
	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)
	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)  Deal thank you. We will consider each of these points and we will revert as soon as possible
	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)
	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)  Deal thank you. We will consider each of these points and we will revert as soon as possible
	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)  Deal thank you. We will consider each of these points and we will revert as soon as possible tomorrow.
	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)  Dea thank you. We will consider each of these points and we will revert as soon as possible tomorrow.  In the meantime can you please confirm that there are no other outstanding points from
	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)  Deal thank you. We will consider each of these points and we will revert as soon as possible tomorrow.
	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)  Dea thank you. We will consider each of these points and we will revert as soon as possible tomorrow.  In the meantime can you please confirm that there are no other outstanding points from OFT/Ofcom other the ones listed below.
	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)  Dea thank you. We will consider each of these points and we will revert as soon as possible tomorrow.  In the meantime can you please confirm that there are no other outstanding points from
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	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)  Dea thank you. We will consider each of these points and we will revert as soon as possible tomorrow.  In the meantime can you please confirm that there are no other outstanding points from OFT/Ofcom other the ones listed below.
	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)  Dea thank you. We will consider each of these points and we will revert as soon as possible tomorrow.  In the meantime can you please confirm that there are no other outstanding points from OFT/Ofcom other the ones listed below.
	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)  Dea thank you. We will consider each of these points and we will revert as soon as possible tomorrow.  In the meantime can you please confirm that there are no other outstanding points from OFT/Ofcom other the ones listed below.
	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)  Dea thank you. We will consider each of these points and we will revert as soon as possible tomorrow.  In the meantime can you please confirm that there are no other outstanding points from OFT/Ofcom other the ones listed below.  Regards  From:
	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)  Dea thank you. We will consider each of these points and we will revert as soon as possible tomorrow.  In the meantime can you please confirm that there are no other outstanding points from OFT/Ofcom other the ones listed below.  Regards  From: Sent: Monday, June 13, 2011 07:45 PM
	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)  Dea
	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)  Dea thank you. We will consider each of these points and we will revert as soon as possible tomorrow.  In the meantime can you please confirm that there are no other outstanding points from OFT/Ofcom other the ones listed below.  Regards  From: Sent: Monday, June 13, 2011 07:45 PM
	Subject: Re: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)  Dea

Dear	<u>.</u>			•	
	ks for vour er	nail - and for s	sending the co	mparites throu	ıah.
_	ur points in re		-	•	ould be gratefu
being 'for a request that	n initial 7 year at this be ame	term, with an	automatic renew	al for a further	is detailed as 7 years' - we wo dance with the
Sky's linea promotion	r channels to for the period	a level and ir of 12 months	a manner cor prior to the E	nparable with fective Date'.	News by Sky such cross- Please confirm paragraph 4.9
accepted o	our position in request that	n relation to th the wording in	e appointment relation to 'be	of the Monitost endeavours	d News as havi ring Trustee (M s' is removed fro the appointme
intended to into force of drafting, w prior to spi scenario, t	ensure that of the operati e note that th n-off (in acco he MT should	the MT remains on all agreeme operational ordance with p	ned in place d nts. However, agreements c	uring spin-off on further rev ould potentiall In order to er	ole of the MT wand for the entriew of our origing be entered in a sure that, in surequest that
business in	accordance w	ith section 2 or	in in place until until all of the c hever is the late	operational agr	the Sky News eements detailed
-	t the above is to discuss.	s clear - but pl	ease do not he	esitate to give	me a call if you
Kind regar	ds				·
	ouse 13 6 Salia		Office of Fair Trondon EC4Y 8JX		<u> </u>

Cc:	
Subject: Revised UILs - News/BSkyB - Confidential (001)	2561-0000367)
CONFIDENTIAL	
Dear	· · · · · · · · · · · · · · · · · · ·
Further to our calls and the emails below, we have receive mark up of the Carriage Agreement and the Brand Licence DCMS yesterday with our final comments (which also incorprovisions that has been discussed separately between was also provided to as a stand-alone rider).	ce Agreement. We have responded to
On that basis I am now in a position to revert with a revisible points that needed to be closed off and includes the v	
The minor clarifications in sections 4.5(iii) and 4.7(iii) hav Pinsent Masons review.	e been suggested by DCMS following the
The new draft UIL is provided in a clean version as well a against, respectively, the last full version submitted of 17	as with two Deltaviews tracking changes May and the consulation version of 1 March.
As previously discussed with am also copying	f DCMS.
Best wishes	
Allen & Overy LLP	
www.allenovery.com/antitrust	
One Bishops Square London E1 6AD	
United Kingdom  Direct	
Tel +44 (0)20 3088 0000 Fax +44 (0)20 3088 0088	
·	
From: Sent: 24 May 2011 19:15 To:	
Cc:	
Subject: RE: Sections 2.1 and 5.1 of UIL (0012	2561-0000367)
Dear	
Further to our call, our proposed wording	ig for section 2.1 would read:

2.1 News shall effect the spin-off of the Sky News business into an independent English public limited company, Newco, the shares of which will be publicly traded, using its best endeavours and acting in good faith, at the Closing Date or as soon as reasonably practicable following the Closing Date and in any event within 9 months of the Closing Date, subject to any extension of time agreed with the consent of the Secretary of State. In effecting the spin-off of the Sky News business in accordance with section 2.2 below, News shall not take any action that would prevent Newco being placed in an overall position of editorial, governance, commercial and financial independence in which it will continue to contribute to plurality as Sky News did prior to the Transaction. Shares in Newco shall be distributed or otherwise issued or transferred to the shareholders of Sky in the same proportions as their shareholdings in Sky.

We look forward to receiving your wording in relation to the appointment of a Monitoring Trustee (sections 6.5-6.7).

Kind regards	
Fleetbank House   2-6 Salisbury Square   L	Office of Fair Trading ondon EC4Y 8JX
From: Sent: 18 May 2011 19:52 To: Nicholas Scola	
Сс:	
Subject: Sections 2.1 and 5.1 of UIL (001)	2561-0000367)
CONFIDENTIAL	
Dear	

further to our call earlier today I can confirm that News would also be available for a call to discuss the outstanding points on the UILs tomorrow at 6.30pm and would like to proceed on that basis.

With regard to section 2.1 this is the wording that News would propose to add which I hope will prove uncontroversial.

2.1 News shall effect the spin-off of the Sky News business into an independent English public limited company, Newco, the shares of which will be publicly traded, using its best endeavours and acting in good faith, at the Closing Date or as soon as reasonably practicable following the Closing Date and in any event within 9 months of the Closing Date, subject to any extension of time agreed with the consent of the Secretary of State. In effecting the spin-off of the Sky News business, News shall not knowingly take any action that would prevent Newco being placed in an overall position of editorial, governance, commercial and financial independence in which it will continue to contribute to plurality as it did prior to the Transaction in the manner contemplated by these undertakings. Shares in Newco shall be distributed or otherwise issued or transferred to the shareholders of Sky in the same proportions as their shareholdings in Sky.

The first addition is designed to avoid catching inadvertent action. The second and third are designed to ensure that the provision is placed in the right context by anyone looking at it without the benefit of the detailed discussions that we have had OFT and OFCOM and that the additional language you proposed is not interpreted as suggesting obligations other that

the ones set out in the UILs themselves. I note from your email below that this appears to be common ground so I hope that we can reach agreement on this.

With regard to section 5.1 News still questions the need to add further language in this part of the undertakings which relate to agreements that are to be "arm's length", "fair and reasonable", and are subject to a Secretary of State right of approval (other than for agreements relating to services widely available form a number of third parties). Referring to concepts which are extraneous to these individual agreements would create confusion and is unnecessary.

Unless you confirm that, based on this email, the OFT and OFCOM consider that no further call would be useful or necessary we will circulate dial in by noon tomorrow.

	*				
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London E1 6AD United Kingdom					

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			EX.L76
From: Sent: To:	03 June 2011 08:03	•	
Cc: Subject:	RE: CA and BLA - timing upda	ate (0012561-0000367)	
have made in relation t you, and will revert as	een able to get back to you yesterday to the iteration of the Carriage and E soon as we are able. If we can revenue points will have to wait until Mo	Brand Licensing Agreement t on some points we will do	s which were sent to so today, although I
gards,			
			<b>.</b>
Legal Advisers to the Dep	partment for Culture, Media and Sport		•
	08 A - timing update (0012561-0000367) and to revert to us today? We are extre	mely concerned by this delay	•
Regards			
Terrent			
From: Sent: 01 June 2 To:	011 11:10		
Cc:	d BLA - timing update (0012561-00003	367)	
do you	ı have any update on whether you will	be able to revert to us today?	Many thanks
Regards			
From: Sent: 2	7 May 2011 05:51		:
To: Cc:			
Subjec	t: RE: CA and BLA (0012561-0000367)	)	
			•

		EX.L 80
From: Sent: To:	08 June 2011 12:12	
Cc:		· ·
Subject:	Re: CA and BLA - timing update (0012561-0000367)	
	e will receive the comments from Pinsent? It has been a week sin eks since we have submitted the relevant agreements and response	
1		
Thank you.		
General Counsel, Europe & Asia News Corporation 3 Thomas More Square London E98 1EX		
From: Date: Fri, 3 Jun 2011 16:32:50 To: Cc:	0+0100	
Subject: RE: CA and BLA - tim Resent-From: Pesent-Date: Fri, 3 Jun 2011	ing update (0012561-0000367) 	
Dear		. , , ,
progress internally on discr Pinsent Mason's marked-u	morning, although we haven't yet been back to you, we are assing outstanding issues in relation to the agreements follop versions. We think that the issues are narrowing considered directly between yourselves and Pinsent Masons. We hope	wing your response to ably, and we would
Regards,		,
Legal Advisers to the Departm	ent for Culture, Media and Sport	
From: Sent: 02 June 2011 18:08		

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				EX.L 8	<u> </u>
From: Sent: To: Cc:	08 June 2011 16:28				
Subject: Attachments:	Newscorp/Sky merger - Carria Carriage Agreement (8 June 20 Redline - Carriage Agreement Licence - 8 June vs 26 May 201 Agreement.doc; Table explaini	011).doc; Brand Li - 8June vs 26 Ma 11 version.pdf; Ta	cence Agreemen / 2011 version po ble explaining ch	t (8 June 2011 If; Redline - Br anges to Carri	rand
Dear					
Please see attached:					
<ul> <li>Redline copies of the</li> <li>Tables explaining the</li> </ul> We are aware that there are only which the explaining the	changes to the documents.  on-going discussions with the ( ich are not currently reflected ilt of those discussions to be re	OFT and Ofcomin the agreemer	around ts. Clearly, we		any
amendments which have now	r this week, we are, as always we been represent a significant rents sent to you, and we therefore	narrowing of the	issues which v	vere outstand	ling
Regards,		•	•	,	
Legal Advisers to the Departmen	nt for Culture, Media and Sport	] .		4.	
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om:								
nt:	09 luna	2011 12:41	•					
	05 Julie	2011 12.41	<u> </u>					
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bject:	RE: New	/scorp/Sky	merger - C	arriage and	d Brand L	icensing A	greements	
	(001256	1-0000367	)			•		
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ar thanks for this eat is the most efficient way to nvenience? I have also left y	o clarify the	m with you						
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<b>_</b>								
From								•
Sent: 08 June 2011 16	6:28							
To: Cc:								
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	ky merger -	Carriage a	ind Brand!	JCensina 4				
Subject: Newscorp/S	ky merger -	· Carriage a	ind Brand I	licensing A	greemen	ω		
Subject: Newscorp/S	ky merger -	· Carriage a	ind Brand I	Licensing P	greemen	,		
	ky merger -	· Carriage a	ind Brand I	licensing A	igreemen	,	•	

- Updated, clean copies of the Carriage Agreement and Brand Licence;
- Redline copies of the above;
- Tables explaining the changes to the documents.

We are aware that there are on-going discussions with the OFT and Ofcom around the financial aspects of the hive-off of Sky News which are not currently reflected in the agreements. Clearly, we will expect any agreements reached as a result of those discussions to be reflected at a later stage when we may wish Pinsent Masons to look again at these drafts.

	EX.L 84
From: Sent: To: Cc: Subject: Attachments:	09 June 2011 15:40  RE: Newscorp/Sky merger - Carriage and Brand Licensing Agreements (0012561-0000367)  CO-#13975440-v8-Draft_résponse_to_19_April_OFT_OfcomLATEST_VERSION.pdf
Kind regards	
From: Sent: 08 June 20 To: Cc:	11 16:28
Subject: Newsco Dear Please see attack	orp/Sky merger - Carriage and Brand Licensing Agreements ned:
• Redline	d, clean copies of the Carriage Agreement and Brand Licence; copies of the above; explaining the changes to the documents.
will expect any	which are not currently reflected in the agreements. Clearly, we agreements reached as a result of those discussions to be reflected at a later stage wish Pinsent Masons to look again at these drafts.
the amendment outstanding from	ith you earlier this week, we are, as always keen to make progress. We consider that is which have now been represent a significant narrowing of the issues which were in the previous amendments sent to you, and we therefore look forward to hearing liftly as possible.
Regards,	
Legal Advisers to	the Department for Culture, Media and Sport

	EX.L 85	_
From: Sent: To: Cc:	09 June 2011 20:56	
Subject:	RE: Newscorp/Sky merger - Carriage and Brand Licensing Agreements (0012561-0000367)	
Attachments:	LT-#6892927-v2-Revised_draft_Carriage_Agreement9_June.DOC; CO-#14259180-v1-DV_CA_8_JuneCA_9_June.PDF; LT-#6891216-v2-Revised_draft_Brand_Licence_Agreement9_June.DOC; CO-#14259184-v1-DV_BLA 8_JuneBLA_9_June.PDF; CO-#14252481-v1-List_of_changes_to_BLA_and_CA9_June_2011.DOC	
Confidential	_Julie_2011.DOC	
further to our call earlier toda Licence Agreement.	ay I enclose clean and marked up copies of the Carriage Agreement and the Brand	
note which I also attach.	for some of the changes but I have summarised all changes and their reasons in a brief	
to the OFT official reviewing of the Carriage Agreement be	the financial aspects of the proposal a rider of the relevant clauses of sections C1 and Cout we have not sent them the latest versions of the agreements as agreed with you.	t 24
I hope that this will conclude we can also circle back with copy you in).	this review but I will call you tomorrow to confirm that our explanations are clear. If so the OFT and Ofcom to close off the outstanding points in relation to the UIL (and will	·
Best wishes		
· ·.		
Ailen & Overy LLP		
www.allenovery.com/antitru  One Bishops Square	<u>it</u>	
London E1 6AD United Kingdom		
Direct Tel +44 (0)20 3088 0000 Fax +44 (0)20 3088 0088		

	·			EX.L8
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From:				
Sent:	10 June 2011 11:24			
To:				
Cc:				
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Subject:	Revised UILs - News/BSk	VR - Confidential (00129	561-0000367)	
Attachments:	CO-#14105919-v2-Draft		-	)V 1171 1
Additional to the second secon	_March_ConsultationU	_		
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Carriage Agreement and the comments (which also include between and and on that basis I am now in a preceded to be closed off and in the minor clarifications in secretiew.	mails below, we have received Brand Licence Agreement. We the wording on certain finance and which was also osition to revert with a revised neludes the wording sent to ctions 4.5(iii) and 4.7(iii) have the in a clean version as well as ion submitted of 17 May and the control of the control	te have responded to Dicial provisions that has so provided to so	CMS yesterday been discussed a stand-alone right in the position asis.  MS following the acking changes a	with our final separately der).  n on the points that Pinsent Masons
As previously discussed with	I am also copying	of DCMS.		
est wishes		· ·		
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Allen & Overy LLP	·			•
www.allenovery.com/antitrus	•			
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One Bishops Square		•		
London	• *		•	
E1 6AD				•
United Kingdom				
Direct				
Direct Tel +44 (0)20 3088 0000			ž.	•
Fax +44 (0)20 3088 0088				

					EX.L	. 89
From: Sent:	13 June 201	1 19:46				
To: Cc:			,			
Subject:	RESTRICTED	) - RE: Revised	UILs - News/BS	kyB - Confidenti	ial (0012561-0	000367)
Dear	,	·		<i>:</i>		
Many thanks for your ema	il - and for se	ending the c	comparites th	rough.		
We had four points in relations	tion to the UI	IL, in relatio	n to which we	e would be gra	ateful for yo	ur
1. Paragraph 4.6 - the dur 7 year term, with an automat 'for a fourteen year term' in	tic renewal for	r a further 7 y	years' - we wo	uld request th	nat this be a	
2. Paragraph 4.9 - this par channels to a level and in months prior to the Effecti demonstrate compliance v	a manner co ve Date'. Ple	omparable v ease confirm	vith such cros n that Sky kee	ss-promotion	for the peric	
3. Paragraphs 6.5 and 6.7 position in relation to the a wording in relation to 'bes' provide greater certainty a	appointment t endeavours	of the Moni s' is remove	toring Truste d from parag	e (MT). We w	ould reques	st that the
4. Paragraph 6.8 - the dra nsure that the MT remain agreements. However, on agreements could potentia In order to ensure that, in request that paragraph 6.	ned in place n further revie ally be enter such a scen	during spin ew of our or ed into prion ario, the M	-off and for th iginal drafting r to spin-off (i	ne entry into fo g, we note tha n accordance	orce of the out to the operate with parago	operational ional raph 5.1).
6.8 The Monitoring Truste accordance with section 2 of effective, whichever is the la	r until all of th					
I hope that the above is classuss.	lear - but ple	ase do not	hesitate to gi	ve me a call i	f you would	like to
Kind regards						
Fleetbank House   2-6 Salisbu		Office of Fair				
•			• •			

	· · · · · · · · · · · · · · · · · · ·	EX.L 90
From: Sent: To: Cc:	13 June 2011 19:56	
Subject:	Re: RESTRICTED - RE: Revised U	JILs - News/BSkyB - Confidential (0012561-0000367)
Dear thank you. We w	Il consider each of these points and	we will revert as soon as possible tomorrow.
In the meantime can you ple listed below.	ase confirm that there are no other o	outstanding points from OFT/Ofcom other the ones
gards:		
From: Sent: Monday, June 13, 201	1 07:45 PM	
To: Cc:		
Subject: RESTRICTED - RE:	Revised UILs - News/BSkyB - Confid	dential (0012561-0000367)
Dear		

any thanks for your email - and for sending the comparites through.

We had four points in relation to the UIL, in relation to which we would be grateful for your consideration.

- 1. Paragraph 4.6 the duration of the Brand Licensing Agreement is detailed as being 'for an initial 7 year term, with an automatic renewal for a further 7 years' we would request that this be amended to 'for a fourteen year term' in accordance with the revised Brand Licensing Agreement.
- 2. Paragraph 4.9 this paragraph refers to cross promotion of Sky News by Sky 'on Sky's linear channels to a level and in a manner comparable with such cross-promotion for the period of 12 months prior to the Effective Date'. Please confirm that Sky keeps adequate records to demonstrate compliance with paragraph 4.9 of the UILs.
- 3. Paragraphs 6.5 and 6.7 when we spoke earlier, you described News as having accepted our position in relation to the appointment of the Monitoring Trustee (MT). We would request that the wording in relation to 'best endeavours' is removed from paragraphs 6.5 and 6.7 in order to provide greater certainty as to the appointment of a MT.

	EX.L92
From:	
Sent:	14 June 2011 11:17
To:	14 Julic 2011 11.17
Cc:	
•	
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Subject:	RE: RESTRICTED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)
Attachments:	UILs v7 marked up 2.doc
Attaciments.	oils vi marked up 2.doc
Dear News is prepared to	modify the UILs as you requested in points 1 and 4 below.
had not previously requested the for your convenience), and you on ger term of 15 days on an "in /as odd to indicate a different (I the OFT standard "best endeavorevert to the language you sugg	sest endeavours" in 6.5 and 6.7 I said that News had accepted your position as you be removal of "best endeavours" in paragraph 6.7 in your mark up of 13 May (attached did not request the removal of that language in 6.5, although you had proposed a any event" basis. We had discussed that, given the best endeavours obligation, it conger) term on a "in any event" basis. However if you now request that we remove ours" language also in conjunction with a short term of 7 days we would be OK to ested on 13 May. Can you please let me know what your position is as News does delay in your finalisation of the OFT report to the Secretary of State. The any event, agreed.
, * · · · · · · · · · · · · · · · · · ·	
We are checking the position wi	th Sky on point 2 and we will revert to you very shortly.
	soon as you that there are no other points open on the UIL so that we can send you a ast version sent and the consultation version.
Best wishes	
··	
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/	
From:	
<b>Sent:</b> 13 June 2011 19	56
To	
Cc:	
•	
Subject: Re: RESTRIC	FED - RE: Revised UILs - News/BSkyB - Confidential (0012561-0000367)
Dear thank you. \	Ne will consider each of these points and we will revert as soon as possible
tomorrow.	
•	
	ou please confirm that there are no other outstanding points from OFT/Ofcom other
the ones listed below.	
Regards	
·	

			EX.L 93
From: Sent: To: Cc:	14 June 2011 11:24		
Subject:	RE: RESTRICTED - RE: Reviseo	l UILs - News/BSkyB - Co	nfidential (0012561-0000367)
Further to my email below. I can relevant to compliance with secti		e records that you refer to	o in point 2 below which are
l look forward to hearing from you	u.	•	
Pest wishes		•	· ·
On point 3 and the remo as you had not previous May (attached for your of you had proposed a long best endeavours obligat basis. However if you r conjunction with a short May. Can you please le	ED - RE: Revised UILs - News/ pared to modify the UILs as your and of "best endeavours" in 6.5 by requested the removal of "best convenience), and you did not reger term of 15 days on an "in a gion, it was odd to indicate a difference and the convenience that we remove that the convenience is of 7 days we would be of the know what your position is of the convenience of the secretary of	u requested in points 1 as and 6.7 I said that News est endeavours" in paragrequest the removal of the ny event" basis. We had ferent (longer) term on a e OFT standard "best end to revert to the languages as News does not wan	nd 4 below.  s had accepted your position raph 6.7 in your mark up of 13 at language in 6.5, although I discussed that, given the "in any event" deavours" language also in ge you suggested on 13 t this issue to cause any delay
We are checking the po	sition with Sky on point 2 and v nfirm as soon as you that there IIL tracked against last version	are no other points oper	n on the UIL so that we can
Best wishes	action against last voidion	2011 and the contentation	
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<u>.</u> .				EX.L 94.
From: Sent:		14 June 2011 14:13		
To: Cc:				uk;
Subject: Attachments:	<b>:</b> 		ine 2011 (0012561-0000367) 14_June.DOC; CO-#14287318 -#14287335-v1-DV_UIL_1_Ma	
,				
tached com	parites of this o	version of the draft UIL which refle raft of the UIL as against both the p tted to DCMS for consultation.		
Kind regards		· .		
	•			
From	: 14 June 2011	12,42		
To:	: 14 June 2011	12.43		
Cc:				
' '		RICTED - RE: Revised UILs - News/	BSkyB - Confidential (001256	1-0000367)
Dea	r		•	
Man	y thanks for	your email.		
We	are grateful f	or your confirmation in relatio	n to points 1, 2 and 4.	
para	igraph 6.5, w	re grateful for your acceptance re have no objections to rever ssuming it includes a backsto	ting to the suggested lar	•
outs poss	tanding poin sibility that w	bove, I can confirm that - at p ts. However, you will apprecia e may need to revert to News rice to the Secretary of State.	ate that this is without pro son specific points for the	ejudice to the
We I	look forward	to receiving a revised draft o	f the UIL in line with the a	above.
Kind	l regards		•	•

					<u></u>	X.L 96
						N.L 16
					,	
rom:		451 004444	24			
ent:		15 June 2011 11:	31			
o:						
ubject:	a, the second of	Re: News/BSkyB i	merger			
hank you	l look forwar	d to hearing from	you.			
	finalising the	•	seems that, at this low have an indicat	_	_	-
Best wishes						
rom			dan dan bagingging Distriction bibbing pagapap in 1866 data minusper anny illin ta			
Sent: Tuesday, Ju	ne 14, 2011 0	4:37 PM				
): Subject: News/BS	kvB merger		•			
	MyD Morger	•				•
Dear			_			
that basis. I infer that was w		· .	olding up the pro I thought that it w	•		
into my meeting.						
Regards,						
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		t for Culture, Media 12-4 Cockspur Stree	a and Sport <sub>.</sub> et  London  SW1Y 5	SDH		•
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Communications	via the GSi	may be automati	cally logged, mor	ntored and/or re	ecoraea for leg	ai purposes.
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				EX.L9
From: Sent: To:	15 June 2011 11:38			
Subject:	RE: News/BSkyB merger			
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			,	
I fear I am not in a position t working towards being in a p this end, we've also got to de	position to move forward wi	th the matter as so	oon as we're able	e. Obviously at
Regards,		•	·	
		•		
Legal Advisers to the Departme	nt for Culture, Media and Sport	<u>t</u>		
		· · · · · · · · · · · · · · · · · · ·	g. Languagian kan sangara pilana naspiringan kandanan pangabiga pangapa pa	
From: Sent: 15 June 2011 11:31	,			
To:			•	
Subject: Re: News/BSkyB me	rger			1
Thank you I look forw	ard to hearing from you.			
I gather that OFT and Ofcom a that prevents their finalising th are able to share with us?				
Best wishes				
¬rom:			nganas heen vojngeliko ametaskal den haban heban, hiki vasa.	
pent: Tuesday, June 14, 2011 To:	04:37 PM			
Subject: News/BSkyB merger				
Dear		•		
I have tried to call you back small points which remain be morning. However, I can inclarificatory questions. We detail that basis.  I infer that was why you we	between us on the agreement dicate that they are a majorit don't see them as holding up	s; those should be y of minor drafting the process going	e with you early ag points, with a g forwards, and	tomorrow couple of are not acting on
into my meeting.				
Regards,				
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,	15 June 2011 11:58		À		
•	RE: News/BSkyB merge	er (0012561-00003	67)		
		•	,		
I assumed that OFT a	nd Ofcom would also adviso address those.	e the Secretary of	State on the res	ponses and inc	deed th
have an update on the	timing of the small point ye	ou referred to in ye	sterday's email?		
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From:	1:38				
To:				į.	
Subject: RE: News/B	SkyB merger				
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	position to share an indic				
Regards,		•			
Regards,					
Regards,					
,	Department for Culture, Mo	edia and Sport		•	
,	Department for Culture, Mo	edia and Sport			
,	Department for Culture, Mo	edia and Sport			
Legal Advisers to the I From: Sent: 15 June 2011 1		edia and Sport		romania and an American State and American State (State and American State and American State (State and American State and American Stat	
Legal Advisers to the I From:	L1:31	edia and Sport		rouge the right of the section of the section of the section of	
From: Sent: 15 June 2011 1 To: Subject: Re: News/B	L1:31				
Legal Advisers to the I  From: Sent: 15 June 2011 1 To: Subject: Re: News/B  Thank you I gather that OFT and	I1:31  SSkyB merger  look forward to hearing fro  Ofcom are proceeding an	om you. d it seems that, at			
Legal Advisers to the I  From: Sent: 15 June 2011 1 To: Subject: Re: News/B  Thank you I gather that OFT and	I1:31 BSkyB merger look forward to hearing from the proceeding and the state of the report of the state of th	om you. d it seems that, at			
Legal Advisers to the I  From: Sent: 15 June 2011 1 To: Subject: Re: News/B  Thank you  I gather that OFT and our part that prevent	I1:31 BSkyB merger look forward to hearing from the proceeding and the state of the report of the state of th	om you. d it seems that, at			

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	15	June 2011 12:0	)2				
ct:	RE	: News/BSkyB n	nerger (0012561-	0000367)		•	
d; I was rather re	eferring to o	ur formal resp	onse to the cons	ultation.			
ıst waiting one p	oint of clarit	ty; should be s	shortly.				
Advisers to the De	partment for	Culture, Media	and Sport				
							······································
: 15 June 2011 11	:58	•••					
ect: RE: News/BSI	kyB merger ((	0012561-00003	67)				
nanges were desig	gned to addre	ss those.		•			
u have an update	on the timing	of the small po	oint you referred t	o in yesterda	y's email?	•	
u have an update ds	on the timing	of the small po	oint you referred t	o in yesterda	y's email?		1
rds	on the timing	of the small po	oint you referred t	o in yesterda	y's email?	•	1
From: Sent: 15 June To:	2011 11:38		oint you referred t	o in yesterda	y's email?		
From: Sent: 15 June	2011 11:38		oint you referred t	o in yesterda	y's email?		
From: Sent: 15 June To: Subject: RE: N  I fear I am no are working to	2011 11:38  News/BSkyB n  t in a positio owards being	nerger n to share an i	indicative target to move forwar deal with const	date with y	ou, but I	do know soon as w	'e're able.
From: Sent: 15 June To: Subject: RE: N  I fear I am no are working to Obviously at the	2011 11:38  News/BSkyB n  t in a positio owards being	nerger n to share an i	indicative target to move forwar	date with y	ou, but I	do know soon as w	'e're able.
From: Sent: 15 June To: Subject: RE: N  I fear I am no are working to Obviously at a little time.	2011 11:38  News/BSkyB n  t in a positio owards being	nerger n to share an i	indicative target to move forwar	date with y	ou, but I	do know soon as w	'e're able.
From: Sent: 15 June To: Subject: RE: N  I fear I am no are working to Obviously at a little time.  Regards,	2011 11:38  News/BSkyB notes that a position owards being this end, we'	nerger n to share an i g in a position ve also got to	indicative target to move forwar	date with yed with the naltation respond	ou, but I	do know soon as w	'e're able.
From: Sent: 15 June To: Subject: RE: N  I fear I am no are working to Obviously at a little time.  Regards,	2011 11:38  News/BSkyB notes that a position owards being this end, we'	nerger n to share an i g in a position ve also got to	indicative target to move forwar deal with const	date with yed with the naltation respond	ou, but I	do know soon as w	'e're able.

	. •	] .		P	EX.L 100
From: Sent:		15 June 2011 14:29			
To: Subject	•	RF: News/BSkvB me	rger (0012561-000036	7)	
Attachr		<del>-</del>	Carriage and BL agree		
				,	
Dear		<i>j</i> 2			
Please Agreen		ments in relation to the la	ast round of changes	to the Carriage an	d Brand Licensing
through	h. It would be ver	at some of the changes my helpful if you could let ew, so that we have a full	us have a full mark-	ıp, highlighting al	l the changes made
egard	ls,	1 · · · · · · · · · · · · · · · · · · ·			
. •					
			•		
Legal A	dvisers to the Depar	tment for Culture, Media ar	nd Sport		
				۵.)	
From: Sent:	15 June 2011 11:58			,	
To: Subjec	ct: RE: News/BSkyB	merger (0012561-0000367	7)		
	t I assumed that OF anges were designe	T and Ofcom would also add to address those.	dvise the Secretary of	State on the respor	ses and indeed the
Do you	have an update on	the timing of the small poir	nt you referred to in ye	sterday's email?	
.egard	ls	•			
	From:				
	Sent: 15 June 20:			•	
	Subject: RE: New	vs/BSkyB merger	·		
		•	•	•	
	are working tow	a position to share an incards being in a position to send, we've also got to d	o move forward with	the matter as soo	n as we're able.
	Regards,			•	7
				•	•

				EX.	L 101
Sent:		15 June 2011 19:03			
To:		13 June 2011 15.05			
Cc:					
	,				
Subject	t:	News/Sky - Final drafts o	f the Carriage and Brand	Licensing Agreements	
		(0012561-0000367)			
Attach	ments:	CO-#14296507-v2-Revise			
•	•	14297087-v1-Revised_dra 14299015-v1-DV_CA_9_Ji	_		
		_JuneBLA_15_June.PDf			
		CO-#14298889-v1-DV_B			June. Di,
		·		•	
				,	
onfid	ential				٠
Dear					
				*	
	to your email to	earlier this afterno	on, please find attache	d final drafts of the revise	ed be
		Licensing Agreement, incor			
		I numbering of the Carriage of both agreements as again			
	inal drafts sent to DCMS		ist. (i) the diales previous	isly circulated (off 9 duffe	), and (ii)
	•				•
We und	derstand that there are n	now no further open issues o	n these key agreement	s or on the draft UIL.	
1/:m.al.m.a		•	•		
Kind re	gards		•		
	Revised drafts of the	Carriage Agreement and E	Brand Licensing Agree	ement	
		Revised_draft_Carriage_A _Licence_Agreement15		OC>> < <co-#14297087< td=""><td>-v1-</td></co-#14297087<>	-v1-
•	Revised_draft_braftd	_Licence_Agreement15	_June.DOC>>	•	
	Comparites to drafts	submitted on 9 June 2011	•		
•	•				•
		DV_CA_9_June15_June	e.PDF>> < <co-#14298< td=""><td>583-v1-DV_BLA_9_June</td><td>e</td></co-#14298<>	583-v1-DV_BLA_9_June	e
	_BLA_15_June.PDF>		·		
	Comparites to drafts	submitted on 21 March 20	11	•	
	< <co-#1 200070-v1-f<="" td=""><td>DV_CA_21_MarchCA_15</td><td>                                     </td><td>1//208880-\/1-D\/ RIΔ 2</td><td>1 March -</td></co-#1>	DV_CA_21_MarchCA_15		1//208880-\/1-D\/ RIΔ 2	1 March -
	_21_June.PDF>>	5V_OA_21_MaronOA_10		14200000-11-01_001_2	I_March_
	<del>-</del> -				
	From:				
	<b>Sent:</b> 09 June 2011 20	):56		•	
	To:				:
Ţ	Cc:				
	Subject: RF: Newscor	rp/Sky merger - Carriage and	Brand Licensing Agree	ments (0012561-000036	7)
	<b>,</b>	1, my mangar and		\ = = = = = = = = = = = = = = = = = =	,

		EX.L 104
From: Sent: To:	16 June 2011 12:10	
Cc:		
		EIST-DIVVER CAROLA;
Subject:	RE: News/Sky - Final drafts of the Carriage (0012561-0000367)	and Brand Licensing Agreements
· 		
Thanks for sending this throu	igh to us. I've got a couple of minor point	S.
Brand Licence Agree		
2. Brand Licence Agreen	ment –	
,		.*
Regards,		
Legal Advisers to the Departmen	nt for Culture, Media and Sport	
From:		
Sent: 15 June 2011 19:03 `o:	· .	· ·
C <b>c:</b> cliv		GEIST-
DIVVER CAROLA;		(0042564 0000267)
Subject: News/Sky - Final draf	fts of the Carriage and Brand Licensing Agree	ments (0012561-0000367)
Confidential		
Dear		
email (in addition to the revised	earlier this afternoon, please find a Licensing Agreement, incorporating the chart numbering of the Carriage Agreement reques of both agreements as against: (i) the drafts S on 21 March.	nges envisaged in the attachment to your ested by Pinsent Masons on 8 June). I
We understand that there are r	now no further open issues on these key agre	ements or on the draft UIL.
Kind regards	·	

			EX.L	105
From: Sent: To: Cc:	16 June 2011 15:37			
Subject: Attachments:	News/Sky - Final drafts of the Ca (0012561-0000367) CO-#14304403-v1-Revised_draft 14305601-v1-DV_BLA_21_March_ June16_June.PDF	_Brand_Licence_Agree	ment16_June.De	OC; CO-#
			•,	
	opy of the revised draft Brand Licences against the 9 June and 21 March o		ating both of your	comments
Kind regards				
·			•	
From: Sept: 16 June 2011 12:10 To: Cc:				1
Subject: RE: News/Sky - Fina	drafts of the Carriage and Brand Li	censing Agreements ((	0012561-0000367	7)
Thanks for sending	his through to us. I've got a coup	le of minor points		•
1. Brand Licen				
2. Brand Licen	ce Agreement –			
Regards,				
Legal Advisers to the I	epartment for Culture, Media and S	oort		

· .		EX.L 106
From: Sent: To: Cc: Subject: Attachments:	RESTRICTED NewsCorp BSkyB OFT Adv FINAL.pdf; RESTRICTED - Annex 3 - UIL Carriage Agreement 15 June 2011.D	vice to the Secretary of State - 22 June 2011 vice to Secretary of State 22 June 2011 14 June 2011.DOC; RESTRICTED - Annex 4 - OC; RESTRICTED - Annex 5 - Brand Licensing RICTED - Annex 6 - Articles of Association 10
Dear		
Further to e-mail e instructions. I'll send the Of	of yesterday, I attach OFT's reportion report in a minute.	t, which was to follow your
Kind regards,		
Carola		
Carola Geist-Divver Deputy Director - Legal (Broadca Department for Culture, Media & 2-4 Cockspur Street, London SW	Sport	
**************************************	ausse was specific resources as seemed for sear-last in grants of the first or it would be delicated a passworth of the specific and we will be a seemed as a second of the specific and the the spe	
From: Sent: 22 June 2011 16:34 To: Cc: Subject: RESTRICTED - News/S	ky - OFT advice to the Secretary of Sta	te - 22 June 2011
Jear Carol	a,	
· · · · · · · · · · · · · · · · · · ·	State's letter to Clive Maxwell of I version of the OFT's advice, tog	18 March 2011, I attach on behalf of gether with:
Annex 5 - the Revised Bran	of 14 June 2011; riage Agreement of 15 June 2011 nd Licensing Agreement of 16 Junes sociation of Newco of 10 May 20	ne 2011; and
· · · · · · · · · · · · · · · · · · ·	d like us to engage with News in advice, please let us know when	relation to the creation of a non- you have sent the advice to News.
Kind regards		
Fleethank House 1.2.6 Salishim	Office of Fair Trading	
Fleetbank House   2-6 Salisbury	Square   London EC41 6JX   1:	

		<del></del>		EX.	L 10+
From: Sent: Fo: Sc:	22 June 2011 19:44	4	]		
Subject:	Reports - redaction	ns (0012561-0000367	7)		
I have seen reports in are correct I assume that the OF do not know if you have reaches Secretary of State will announce	T may have also del ed a view as to wheth his decision but in a	livered their advice (c ner you intend to pub	or may be abo	out to do so).  orts at the time.	when the
hat we can liaise with the OFT i will contact you tomorrow to dis		proceed.			. •
3est wishes		·		•	
<u>.</u> .					
Allen & Overy LLP	•				
WWw.anenoverv.com/anentiase					
London E1 6AD				· · · · · · · · · · · · · · · · · · ·	
London E1 6AD United Kingdom Direct Tel +44 (0)20 3088 0000					
One Bishops Square London E1 6AD United Kingdom  Direct Tel +44 (0)20 3088 0000 ax +44 (0)20 3088 0088					

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From: Sent: 24 June 2011 11:40  To: Cc:  Subject:  RE: News Corp/SBkyB merger (0012561-0000367)  Many thanks for sending these through. Do you intend to send the reports to Sky separately, or would you like us do so?  Kind regards  From: Sent: 24 June 2011 11:08  To: Cc:  Subject: RE: News Corp/SEkyB merger  Dear  Further to my email below, please see attached OFT's report. Again, I'd be grateful if you could I us know of any redactions you consider should be made to this report.  Regards,  Legal Advisers to the Department for Culture. Media and Sport  From: Sent: 24 June 2011 10:21 To: Cc:			. <u>E</u>	EX.L1	10
Many thanks for sending these through. Do you intend to send the reports to Sky separately, or would you like us do so?  Kind regards  From: Sent: 24 June 2011 11:08 To: Cc: Subject: RE: News Corp/SBkyB merger  Dear  Further to my email below, please see attached OFT's report. Again, I'd be grateful if you could I us know of any redactions you consider should be made to this report.  Regards,  Legal Advisers to the Department for Culture, Media and Sport  From: Sent: 24 June 2011 10:21 To:	Sent: To:	24 June 2011 11:40		·	
Many thanks for sending these through. Do you intend to send the reports to Sky separately, or would you like us do so?  Kind regards  From: Sent: 24 June 2011 11:08 To: Cc: Subject: RE: News Corp/SBkyB merger  Dear  Further to my email below, please see attached OFT's report. Again, I'd be grateful if you could I us know of any redactions you consider should be made to this report.  Regards,  Legal Advisers to the Department for Culture, Media and Sport  From: Sent: 24 June 2011 10:21 To:					
Kind regards  From: Sent: 24 June 2011 11:08 To: Cc: Subject: RE: News Corp/SBkyB merger  Dear  Further to my email below, please see attached OFT's report. Again, I'd be grateful if you could I us know of any redactions you consider should be made to this report.  Regards,  Legal Advisers to the Department for Culture. Media and Sport  From: Sent: 24 June 2011 10:21 To:	Subject:	RE: News Corp/SBkyB merger (00	12561-0000367)		
From: Sent: 24 June 2011 11:08 To: Cc: Subject: RE: News Corp/SBkyB merger  Dear  Further to my email below, please see attached OFT's report. Again, I'd be grateful if you could lus know of any redactions you consider should be made to this report.  Regards,  Legal Advisers to the Department for Culture, Media and Sport  From: Sent: 24 June 2011 10:21 To:	Many thanks for sending thes do so?	se through. Do you intend to send the	reports to Sky separatel	y, or would you	ı like us to
Sent: 24 June 2011 11:08  To: Cc:  Subject: RE: News Corp/SBkyB merger  Dear  Further to my email below, please see attached OFT's report. Again, I'd be grateful if you could lus know of any redactions you consider should be made to this report.  Regards,  Legal Advisers to the Department for Culture. Media and Sport  From: Sent: 24 June 2011 10:21  To:	Kind regards		ن <b>د</b>	e e	
Sent: 24 June 2011 11:08  To: Cc:  Subject: RE: News Corp/SBkyB merger  Dear  Further to my email below, please see attached OFT's report. Again, I'd be grateful if you could lus know of any redactions you consider should be made to this report.  Regards,  Legal Advisers to the Department for Culture. Media and Sport  From: Sent: 24 June 2011 10:21  To:					,
From: Sent: 24 June 2011 10:21 To:	Sent: 24 June 2011 To: Cc: Subject: RE: News of Dear Further to my emainus know of any red	Corp/SBkyB merger	report. Again, I'd be alle to this report.	grateful if you	ı could let
Subject: News Corp/SBkyB merger  Dear	From: Sent: 24 June 2011 To: Cc: Subject: News Corp	10:21	ort		

Please see attached Ofcom's report as discussed. I anticipate that the Secretary of State will want to publish this report with any announcements he makes (and, as you will, of course, be aware Ofcom

	:	EX.LIII
From: Sent: To:	23 June 2011 11:44	
Subject: Attachments:	News - Carriage and Brand Lice RESTRICTED - Annex 4 - Carriag Annex 5 - Brand Licensing Agre - Articles of Association 10 May	e Agreement 15 June 2011.DOC; RESTRICTED - ement 16 June 2011.DOC; RESTRICTED - Annex 6
Were attached to the emease.	nail from the OFT with its advice. Bu	t here they are again (with the Articles) for
See you later,		
Legal Advisers to the Depa	artment for Culture, Media and Sport	
		•

					EX.L	112
rom: ent:	24 June	e 2011 11:46				
: :						
bject:	RE: Ne	ws Corp/SBkyB me	rger (0012561-00	00367)		
			. 30. (00-00-00	,	·	
nanks for asking. I	t would be helpful	l if you could ser	d the reports to	Sky, but I wo	ould be grat	eful if we
uld be copied in. any thanks,	<i>:</i>	,				
gal Advisers to the I	Department for Cult	ure, Media and Spo	ort			
om:					<u> </u>	
nt: 24 June 2011 1	.1:40	<u> </u>	<u> </u>		<u>.*                                    </u>	
<b>bject:</b> RE: News C	orp/SBkyB merger (	(0012561-0000367	·)			
	÷					
any thanks for send so?	ing these through.	Do you intend to s	end the reports to	o Sky separate	ely, or would	you like us
nd regards					·	
		•	· · · · · · · · · · · · · · · · · · ·	,		
From Sent: 24 Jun	e 2011 11:08					
To: Cc:						
Subject: RE:	News Corp/SBkyB	merger				
Dear						<i>:</i>
	y email below, plany redactions you				grateful if	you could l

1

	EX.	L 113
From: Sent: To:	24 June 2011 12:19	
Cc:		
Subject: Attachments:	FW: News Corp/SBkyB merger (0012561-0000367) RESTRICTED NewsCorp BSkyB OFT Advice to Secretary of State 22 FINAL.DOC; Jeremy Hunt News CorpBSkyB 220611 - redacted.pdf	June 2011
All,		
Please find attached the O	FCOM and OFT reports as provided to us by DCMS this morning (copied into t	his email).
Kind regards		
Dear  Further to my em	os Corp/SBkyB merger  nail below, please see attached OFT's report. Again, I'd be grateful if your redactions you consider should be made to this report.	u could let
Regards,		
Legal Advisers to t	he Department for Culture, Media and Sport	
From Sent: 24 June 20: To: Cc:	11 10:21	
<b>Subject:</b> News Co	orp/SBkyB merger	
Dear		

Please see attached Ofcom's report as discussed. I anticipate that the Secretary of State will want to publish this report with any announcements he makes (and, as you will, of course, be aware Ofcom

			EX.	L 114
From: Sent: To: Cc:	24 June 2011 19:50		<i>,</i> .	
Subject:	RE: News Corporation/BSk	yB Merger (0012561-00	)00367)	
Dear				
News is very concerned about the Carriage Agreement.	suggestion that the Secret	tary of State might wan	t to publish th	e Brand Licence and
These documents are clearly very disclosure of these documents wo term. That such information shou 2002. It would be unprecedented view process.	ould harm News/Sky and/or lld be excluded from disclos	Sky News' legitimate bure is provided for in s	ousiness interection 244 of	ests in the longer the Enterprise Act
News submits that the disclosure properly carry out his functions. T instructed legal advisors. For DCN will not improve the administrative	The Secretary of State has I MS to, in effect, solicit input	heard views from OFT,	Ofcom and fr	rom independently
News also considers that "redacte be prepared at all would need to be			in so far as th	ney could realistically
News wishes to avoid any further of both Sky and NewCo for no reaconfirms its position as a matter o	asonable public interest con			
Regards	•			<i>i</i>
nilen & Overy LLP				
www.allenovery.com/antitrust				•
One Bishops Square London E1 6AD				
Tel: + 44(0) 20 3088 0000 Fax: + 44(0) 20 3088 0088				•
			·	
From: Sent: 24 June 2011 14:19				
To: Cc:	·			
Subject: News Corporation/	BSkyB Merger	·		

As you're aware, the Secretary of State has yet to make a decision as to how to proceed to the next stage of the latter, having only just received the OFT and Ofcom's reports (as discussed with								
As you're aware, the Secretary of State has yet to make a decision as to how to proceed to the next stage of the letter, having only just received the OFT and Ofcom's reports (as discussed with the Secretary of State is out of the country during the middle part of this week). We've already asked you to consider redactions to the T and Ofcom reports, which the Secretary of State will, we anticipate, wish to publish whatever decision he make If the Secretary of State decides to consult on the revised UILs for a further period of time he may wish to, in lin his desire for maximum transparency, also publish the carriage and brand licence agreements and the draft ucles of Association. I should emphasise that a decision on this basis has not yet been made, but I'd be grateful if u could prepare redacted versions of these documents in case the Secretary of State does make this decision.  I'd be grateful if you could prepare redactions of all the documents by midday on Wednesday. If this is not sable, please could you let me know as soon as possible, and also let me know when you would be able to appare redactions by.  Regards,  Regards,  This email and its contents are the property of the Department for Culture, Media and Sport.  If you are not the intended recipient of this message, please delete it.  All DCMS e-mail is recorded and stored for a minimum of 6 months.  The original of this email was scanned for viruses by the Government Secure Intranet virus scanning service policid by Cable&Wireless Worldwide in partnership with MessageLabs. (CCTM Certificate Number 2009/09/0052 leaving the GSI this email was certified virus free.			•		•			
atter, having only just received the OFT and Ofcom's reports (as discussed with the Secretary of State is out of the country during the middle part of this week). We've already asked you to consider redactions to the T and Ofcom reports, which the Secretary of State will, we anticipate, wish to publish whatever decision he make. If the Secretary of State decides to consult on the revised UILs for a further period of time he may wish to, in lift his desire for maximum transparency, also publish the carriage and brand licence agreements and the draft ticles of Association. I should emphasise that a decision on this basis has not yet been made, but I'd be grateful if u could prepare redacted versions of these documents in case the Secretary of State does make this decision.  I'd be grateful if you could prepare redactions of all the documents by midday on Wednesday. If this is not satible, please could you let me know as soon as possible, and also let me know when you would be able to spare redactions by.  Regards,  Regards,  This email and its contents are the property of the Department for Culture, Media and Sport.  If you are not the intended recipient of this message, please delete it.  All DCMS e-mail is recorded and stored for a minimum of 6 months.  The original of this email was scanned for viruses by the Government Secure Intranet virus scanning service polied by Cable&Wireless Worldwide in partnership with MessageLabs. (CCTM Certificate Number 2009/09/0052) is leaving the GSI this email was certified virus free.	Dear	•						-
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atter, having only just received the OFT and Ofcom's reports (as discussed with the Secretary of State is out of the country during the middle part of this week). We've already asked you to consider redactions to the T and Ofcom reports, which the Secretary of State will, we anticipate, wish to publish whatever decision he make. If the Secretary of State decides to consult on the revised UILs for a further period of time he may wish to, in lift his desire for maximum transparency, also publish the carriage and brand licence agreements and the draft ticles of Association. I should emphasise that a decision on this basis has not yet been made, but I'd be grateful if u could prepare redacted versions of these documents in case the Secretary of State does make this decision.  I'd be grateful if you could prepare redactions of all the documents by midday on Wednesday. If this is not satible, please could you let me know as soon as possible, and also let me know when you would be able to spare redactions by.  Regards,  Regards,  This email and its contents are the property of the Department for Culture, Media and Sport.  If you are not the intended recipient of this message, please delete it.  All DCMS e-mail is recorded and stored for a minimum of 6 months.  The original of this email was scanned for viruses by the Government Secure Intranet virus scanning service polied by Cable&Wireless Worldwide in partnership with MessageLabs. (CCTM Certificate Number 2009/09/0052) is leaving the GSI this email was certified virus free.								
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th his desire for maximum transparency, also publish the carriage and brand licence agreements and the draft icides of Association. I should emphasise that a decision on this basis has not yet been made, but I'd be grateful if u could prepare redacted versions of these documents in case the Secretary of State does make this decision.  I'd be grateful if you could prepare redactions of all the documents by midday on Wednesday. If this is not ssible, please could you let me know as soon as possible, and also let me know when you would be able to apare redactions by.  Regards,  Regards,  Regards,  Treasury Solicitor's Department [2-4 Cockspur Street  London  SW1Y 5DH  This email and its contents are the property of the Department for Culture, Media and Sport. If you are not the intended recipient of this message, please delete it. All DCMS e-mail is recorded and stored for a minimum of 6 months  The original of this email was scanned for viruses by the Government Secure Intranet virus scanning service pplied by Cable&Wireless Worldwide in partnership with MessageLabs. (CCTM Certificate Number 2009/09/0052 in leaving the GSi this email was certified virus free.								
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Sible, please could you let me know as soon as possible, and also let me know when you would be able to apare redactions by.  Regards,  Legal Advisers to the Department for Culture, Media and Sport Treasury Solicitor's Department  2-4 Cockspur Street  London  SW1Y 5DH  This email and its contents are the property of the Department for Culture, Media and Sport.  If you are not the intended recipient of this message, please delete it.  All DCMS e-mail is recorded and stored for a minimum of 6 months The original of this email was scanned for viruses by the Government Secure Intranet virus scanning service pplied by Cable&Wireless Worldwide in partnership with MessageLabs. (CCTM Certificate Number 2009/09/0052) leaving the GSi this email was certified virus free.	•							
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Communications via the GSi may be automatically logged, monitored and/or recorded for legal purposes.	The original of this as	man was scam						
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	pplied by Cable&Wirele n leaving the GSi this en	ss Worldwide i nail was certifie	ed virus free.					

			EX.L 115
From: Sent: To: Cc:	27 June 2011 13:02		
Subject:	RE: News Corporation/BSI	kyB Merger (0012561-00003	367)
Dear			
Thank you for your email.			
I note your assertion that disc confidential basis) would har infer you mean Newco) in the be grateful if you could let m Your email does not refer to similar considerations do not confidential versions of the A For planning purposes, it wo in a position to agree non-con Regards,	m the legitimate business e longer term. In order for the know what you assess that the proposed Articles of A apply to that document and Articles.	interests of News/Sky and the Secretary of State to the harm to be.  ssociation of Newco, and that you will be in a position of You could let me know	d/or Sky News (by which I fully consider this, I should I assume therefore that esition to provide non-
	•		
Legal Advisers to the Departmen	nt for Culture, Media and Spo	rt	
From: ant: 24 June 2011 19:50 To: Cc:			
Subject: RE: News Corporation	n/BSkyB Merger (0012561-00	000367)	,
News is very concerned about Carriage Agreement.	the suggestion that the Secr	etary of State might want to	publish the Brand Licence and

These documents are clearly very sensitive commercial documents which are confidential to News and to Sky and the disclosure of these documents would harm News/Sky and/or Sky News' legitimate business interests in the longer term. That such information should be excluded from disclosure is provided for in section 244 of the Enterprise Act 2002. It would be unprecedented for sensitive commercial documents of this nature to be disclosed during a merger review process.

News submits that the disclosure of these documents is not necessary or even desirable for the Secretary of State to properly carry out his functions. The Secretary of State has heard views from OFT, Ofcom and from independently instructed legal advisors. For DCMS to, in effect, solicit input from any additional third party who wishes to comment will not improve the administrative process.

· · · · · · · · · · · · · · · · · · ·			EX.L 116
From: Sent: To: Cc:	27 June 2011 22:17		
Subject: Attachments:	RE: News Corporation/BSkyB CO-#14370097-v1-Redacted_ v1-Ofcom_ReportNews_Redaction	version_of_14_June_draft daction_Requests.PDF; Co	t_UIL.DOC; CO-#14373295-
Dear			
I attach versions of the OFT and confidential have been excised.	Ofcom reports in which those	parts of the reports which	News believes to be
News would also request that pa	ragraph 5.3(iii) be redacted fro	m the published version o	of the UILs (as attached).
< <co-#14370097-v1-redacted_ News_Redaction_Requests.PD</co-#14370097-v1-redacted_ 			
News considers that disclosure elegitimate commercial interests.	of the information which has be	en removed from these d	locuments would harm its
I can, however, confirm that Nev	s has no objection to publication	on of the Articles of Associ	ciation in their entirety.
News remains very concerned a public when there are no ground publication of the agreements in	s for arguing that this is necess	sary and there are very g	ood reasons to avoid
News is aware of no other regul documents to be publicly disclos competition authorities and othe commercial agreements from pu	ed. On the contrary, to the exter regulatory authorities to redace	ent they are referred to at	t all, it is common practice for
The terms of existing/future commercially sensitive, the disc this case, for example:	mercial agreements is a clear of which is likely to hard		
broadcasters for the dis	ge Agreement would prejudice tribution of their content on its p ts as precedent for more bene	olatforms - other broadca	asters might seek to rely on
	Licence Agreement would prej gements are known to other po		loit its brand in other territories

Disclosure of either agreement would prejudice Sky News/NewCo in relation to negotiations with third parties on syndication and other arrangements – NewCo's negotiations with third parties would be conducted in an environment where the scope of their rights and duties would be known to all parties. For example, a third

party negotiating a content syndication deal would be aware of the terms under which Newco could offer such syndication and would use this as the basis for negotiation.

<ul> <li>Disclosure of either agreement those other platform operators of Sky's platform and would be like</li> </ul>	would be aware of the tern	ns upon which Sky I	News is being made available
Moreover, as noted in my email of 24 Judocuments, in so far as they could reali meaningless.	une, News considers that ' stically be prepared at all,	redacted"/non-conf would need to be so	idential versions of those o heavily redacted as to be
News therefore requests again as a mamatter.	tter of urgency that DCMS	confirm the Secret	ary of State's position on this
Kind Regards			
Allen & Overy LLP			
www.allenovery.com/antitrust		·	
One Bishops Square London E1 6AD			
Tel: + 44(0) 20 3088 0000 DDI: Fax: + 44(0) 20 3088 0088	. •		· ,
Erom	<u>-</u>		
From Sent: 27 June 2011 13:02			
To: Cc: Subject: RE: News Corporation/B	SkyB Merger <u>(</u> 0012561-00	000367)	
Dear			

I note your assertion that disclosure of the Carriage and Brand Licensing Agreements (even on a non-confidential basis) would harm the legitimate business interests of News/Sky and/or Sky News (by which I infer you mean Newco) in the longer term. In order for the Secretary of State to fully consider this, I should be grateful if you could let me know what you assess the harm to be.

Thank you for your email.

·		EX.L 118
From: Sent: To: Cc:	28 June 2011 16:07	
Subject:	RE: News Corporation/BSkyB Merger (0012	561-0000367)
Dear		
	be in a position to let you know the Secre sing Agreements by close of play today.	tary of State's position in relation to
5.3(iii). We think it preferable possible, particularly in relationary client's legitimate communication.	edactions of the UILs, we have noted the e, if the Secretary of State so decides, to r on to important parts of the UILs. You state interests. I would be grateful, as wuld follow from such disclosure.	e-consult with as few redactions as ate below that disclosure would harm
	of the UILs attached to your email the daed, whereas the date was included in the very?	
version of the UILs showing	tance if you could provide us, once these the changes made from the consultation versuld want to do so on the basis that ch	version to date, as, if the Secretary of
be clearer if there were some	rom the Ofcom report, whilst this is not o indication of what had been redacted from Newco would also have opportunities for	n paragraph 29, so the paragraph
Kegards,		
		•
Legal Advisers to the Departmen	at for Culture, Media and Sport	
From Sent: 27 June 2011 22:17		
To: Cc: Subject: RE: News Corporation	n/BSkyB Merger (0012561-0000367)	
Dear		
I attach versions of the OFT and confidential have been excised.	d Ofcom reports in which those parts of the re	eports which News believes to be

1

		EX.L 119
From: Sent:	28 June 2011 19:59	
To:		
Cc:		
Subject:	RE: News Corporation/BSkyB Merger (001	2561-0000367)
Dear		·
of consultation on the revise	I confirm that, if the Secretary of State's ded UILs, then he would not propose to pubve confirmed agreement to this, would pro	olish the Carriage and Brand Licensing
I look forward to hearing from ILs, as this obviously also esolve this as swiftly as po	om you in relation to the point below on the tracks into the proposed redactions of the ssible.	ne proposed redaction of the revised OFT's report, and we are keen to
Regards,	·	
Legal Advisers to the Departm Email:	ent for Culture, Media and Sport Fel: 020 7211 2238	
From: Sent: 28 June 2011 16:07		
To: Cerry.Darbor Cc:		· .
	ion/BSkyB Merger (0012561-0000367)	
Dear Cerry		
Thank you for this. I hope to	to be in a position to let you know the Sec	retary of State's position in relation to

Thank you for this. I hope to be in a position to let you know the Secretary of State's position in relation to the Carriage and Brand Licensing Agreements by close of play today.

In relation to your proposed redactions of the UILs, we have noted the proposal in relation to paragraph 5.3(iii). We think it preferable, if the Secretary of State so decides, to re-consult with as few redactions as possible, particularly in relation to important parts of the UILs. You state below that disclosure would harm your client's legitimate commercial interests. I would be grateful, as with the Agreements, if you could set out what harm you assess would follow from such disclosure.

I also note that in the version of the UILs attached to your email the date of November 2014 appearing in paragraph 5.1(iv) was redacted, whereas the date was included in the version of the UILs dated 14 June 2011. Could you please clarify?

It would be of immense assistance if you could provide us, once these matters are resolved, with a mark-up version of the UILs showing the changes made from the consultation version to date, as, if the Secretary of

	·	EX.L 120
From: Sent: To: Cc:	28 June 2011 21:06	
Subject: Attachments:	RE: News Corporation/BSkyB Merger (001 CO-#14381461-v1-Ofcom_ReportNew 14381481-v1-Redacted_DV_UIL_1_March	s_Redaction_Requests.PDF; CO-#
Dear		
published. (The version of	agraph 5.1(iv) was redacted from the version of the firm of the fi	
	om_ReportNews_Redaction_Requests.PDF>> chUIL_14_June.pdf>>	> < <co-#14381481-v1-< th=""></co-#14381481-v1-<>
Sky's interests as it would particular, enters into com such discussions is were seek to rely on the Sky Ne	tion in 5.3(iii) the disclosure of the details of prejudice their position in any future commercial mercial discussions with many counterparties. Or e made public, Sky would be prejudiced in future two agreements as a precedent for more beneficial though not the details thereof) will be clear from	negotiations with third parties. Sky, in ne of the fundamental issues that arise in To the extent that discussions with third parties, who might all outcomes to their own negotiations with
News would have no object report.	ction to the reinstatement of the wording which yo	ou suggest in paragraph 29 of the Ofcom
Kind Regards		
in & Overy LLP		
One Bishops Square London E1 6AD  Tel: + 44(0) 20 3088 0000		
Fax: + 44(0) 20 3088 0088		
	<del></del>	
From: Sent: 28 June 2011 To: Cc: Subject: RE: News 0	16:07 Corporation/BSkyB Merger (0012561-0000367)	

		EX.L	121
From: Sent:	29 June 2011 10:10	· · · · · · · · · · · · · · · · · · ·	
To: Cc:			•
Subject:	RE: News Corporation/BSkyB Merger (0012561-0000367)	 · .	
Dear			
Thanks for getting back to u	s on this point.		
as agreed, which would inclissue, which informs the bas modifications, and explain to tadequately be able to coconvinced by the prejudice a precedent. We think it cleated to the commercial negotiations. The	ther consultation is to take place, it is vital to consult on the dude the whole of paragraph 5.3(iii). We do consider this to his of the consultation. Moreover, the Secretary of State is represented that there is a redaction from this section where you set out. We note you assert that third parties might seel at that this is a resolution to a particular issue, and not a presented, we consider that this provision does sit differently from Carriage and Brand Licensing Agreements which, as you at the seek to publish.	be an import equired to co s a risk that h . We are not k to raise this ecedent for n the position	ant nsult on e would issue as
Secretary of State must obvias follows:	Association, we have not yet commented on those docume iously give prior approval to them). We had a couple of, ve	ery minor, co	nments,
infer that this she Committee. We 2. Article 119, deal	and 111(6) we were not clear what the Committee being buld be either or both of the Audit Committee or the Governousider that this should be clarified.  ing with the appointment of additional directors to the boarnaining provisions of the Articles, and particularly Article	nance and Ed	litorial
. nope that amendments refl	ecting these comments can be agreed in relatively short or	der.	
Regards,			
Legal Advisers to the Departme	ent for Culture, Media and Sport	-	
From: Sent: 28 June 2011 21:06 To: Cc: Subject: RF: News Corporation	on/BSkyB Merger (0012561-0000367)		- The state of the
Dear Dear	SINDSKYD Piciger (0012301-0000307)		

			·	EX.L	1.22
rom: ent: o: c:	29 June 201	1 14:44	· · · · · · · · · · · · · · · · · · ·		
Subject:	RE: News Ćc	orporation/BSkyB	Merger (0012561-0	000367)	•
Dear	•				
lews (and Sky) still believe t ve note your position on this		of the detail of 5	.3(iii) can lead to po	tential commercial h	narm. Howeve
f the request for confidential hat its request for confidenti					re important
Please could you confirm wh	ether DCMS has	reached a view o	n our requested red	actions from the OF	T report?
News is content with the pub	lication of the Ofc	om report that yo	u sent at 11.38 this	morning.	
Sky has no further submission	ons on confidentia	lity.	•		•
Ve will revert separately on	the points that you	u have raised on	the Articles of Assoc	ciation.	
Kind Regards		•		•	
Allen & Overy LLP					
www.allenovery.com/antitrust					
One Bishops Square London 1 6AD					
rel: + 44(0) 20 3088 0000 DDI Fax: + 44(0) 20 3088 0088					
				· · · · · · · · · · · · · · · · · · ·	
	· .				,
From Sent: 29 June 2011 10	):10				
Td Cd Subject: RE: News Co	rporation/BSkyB I	Merger (0012561	-0000367)		٠

	EX.L 123
From: Sent: To: Cc:	29 June 2011 15:06
Subject:	RE: News Corporation/BSkyB Merger (0012561-0000367)
Dear	
	o consider that the provisions at 5.3(iii) should not be redacted (and would be grateful revised UIL to this effect).
5.3(iii) being redacted	report, obviously some of the redactions you asked us to consider were dependent on I, and we would be grateful if you could consider what now can be included within that we will not therefore accept all the redactions to the OFT report which you have
Many thanks,	
Legal Advisers to the De	partment for Culture, Media and Sport
From: Sent: 29 June 2011 14 To: Cc: Subject: RE: News Co	:44 rporation/BSkyB Merger (0012561-0000367)
` ear	
News (and Sky) still be we note your position o	lieve that the disclosure of the detail of 5.3(iii) can lead to potential commercial harm. However n this.
	ential treatment of 5.3(iii) is not granted, in News view, this will make it even more important idential treatment on aspects of the OFT report are accepted.
Please could you confi	m whether DCMS has reached a view on our requested redactions from the OFT report?
News is content with th	e publication of the Ofcom report that you sent at 11.38 this morning.
Sky has no further sub	missions on confidentiality.
We will revert separate	ly on the points that you have raised on the Articles of Association.
Kind Regards	

		EX.L 124
From: Sent: To: Cc: Subject: Attachments:	29 June 2011 15:28 SMITH, Adam FW: News Corporation/BSkyB Merger (0012561-0000367) RE: News Corporation/BSkyB Merger (0012561-0000367)	
redacted, and both OFT situation if this informat	my response. We would very much prefer the info in the OFT and Ofcom feel the same (OFT feel that it would give a skertion is not included). I've pushed back to A&O, per the attachether chat with News direct?	wed impression of the
2al Advisers to the Depa	rtment for Culture. Media and Sport	
From: Sent: 29 June 2011 14:44	1	
To: Cc:		<b>,</b>
	oration/BSkyB Merger (0012561-0000367)	
Dear		
News (and Sky) still believ we note your position on the	ve that the disclosure of the detail of 5.3(iii) can lead to potential cohis.	ommercial harm. However
	tial treatment of 5.3(iii) is not granted, in News view, this will make ntial treatment on aspects of the OFT report are accepted.	it even more important
ease could you confirm	whether DCMS has reached a view on our requested redactions t	from the OFT report?
News is content with the p	publication of the Ofcom report that you sent at 11.38 this morning	ļ.
Sky has no further submis	sions on confidentiality.	
We will revert separately of	on the points that you have raised on the Articles of Association.	
Kind Regards		
		. •
Allen & Court III D		
Allen & Overy LLP		•
www.allenovery.com/antitrust		
One Bishops Square London E1 6AD		
•		

From: Sent: 29 June 2011 16:27  To: CC: Subject: RE: News Corporation/BskyB Merger (0012561-0000367) Attachments: CO-#14389412-v1-Redacted_version_of_14_June_draft_UIL_29_June_2011 CO-#14389498-v1-Redacted_DV_UIL_1_MarchUIL_14_June_29_June_2012 CO-#14389318-v1-OFT_Report_News_redactions_requests_29_June_2012  We attach revised versions of the UILs for publication - clean and showing changes from the last published reinstating 5.3(iii).  We have also reinstated the reference to 5.3(iii) in the redacted version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  From: Sent: 29 June 2011 15:06 To: Cc: Subject: RE: News Corporation/BskyB Merger (0012561-0000367)  Dear  Thanks for this. We do consider that the provisions at 5.3(iii) should not be redacted (and we have a state of the control of the				EX.L	126
Sent: 29 June 2011 16:27  To: ::  Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  CO #14389412-v1-Redacted_version_of_14_June_draft_UIL_29_June_2011  CO #14389418-v1-Redacted_DV_UIL_1_MarchUIL_14_June_29_June_2012  CO #14389318-v1-OFT_Report_News_redactions_requests_29_June_2012  Dear  We attach revised versions of the UILs for publication - clean and showing changes from the last published versitating 5.3(iii).  We have also reinstated the reference to 5.3(iii) in the redacted version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  Nilen & Overy LLP  ***www.allenovery.com/lantitrust**  Doe Bishops Square endon  First 144(0) 20 3088 0000  ***ax: +44(0) 20 3088 0008  **From: Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear				,	
The second of the Utles for publication - clean and showing changes from the last published verisiting 5.3(iii).  We attach revised versions of the Utles for publication - clean and showing changes from the last published versionating 5.3(iii).  We have also reinstated the reference to 5.3(iii) in the redacted version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  Prom: Sent: 29 June 2011 15:06 To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear		29 June 2011 16:27			
RE: News Corporation/BSkyB Merger (0012561-0000367) CO-#14389412-v1-Redacted_version_of_14_lune_draft_Ull29_June_2011 CO-#14389498-v1-Redacted_DV_Ull1_MarchUll14_June29_June_201 CO-#14389318-v1-OFT_Report_News_redactions_requests_29_June_201  We attach revised versions of the Ull.s for publication - clean and showing changes from the last published versionating 5.3(iii).  We have also reinstated the reference to 5.3(iii) in the redacted version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  From: Sent: 29 June 2011 15:06 To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear		23 Julie 20,21 10,27			
RE: News Corporation/BSkyB Merger (0012561-0000367)  CO-#14389412-v1-Redacted_version_of_14_June_draft_UIL29_June_2011  CO-#14389498-v1-Redacted_DV_UILMarchUIL_14_June29_June_2012  CO-#14389318-v1-OFT_ReportNews_redactions_requests_29_June_2012  We attach revised versions of the UILs for publication - clean and showing changes from the last published versionating 5.3(iii)  We have also reinstated the reference to 5.3(iii) in the redacted version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  Prom:  Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear					
CO-#14389412-v1-Redacted_version_of_14_June_draft_UIL_29_June_2011 CO-#14389498-v1-Redacted_DV_UIL_1 MarchUIL_14_June_29_June_20 CO-#14389318-v1-OFT_Report_News_redactions_requests_29_June_201  Dear  We attach revised versions of the UILs for publication - clean and showing changes from the last published version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  We attach revised versions of the UILs for publication - clean and showing changes from the last published version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  We attach revised versions of the UILs for publication - clean and showing changes from the last published version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  We attach revised versions of the UILs for publication - clean and showing changes from the last published version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  We attach revised versions of the UILs for publication - clean and showing changes from the last published version of Annex 1 to the OFT report?  Kind Regards  We attach revised versions of the UILs for publication - clean and showing changes from the last published version of Annex 1 to the OFT report?  Kind Regards  We attach revised version of Annex 1 to the OFT report?  Kind Regards  We attach revised version of Annex 1 to the OFT report?	1				
CO-#14389412-v1-Redacted_version_of_14_June_draft_UIL_29_June_2011 CO-#14389498-v1-Redacted_DV_UIL_1 MarchUIL_14_June_29_June_20 CO-#14389318-v1-OFT_Report_News_redactions_requests_29_June_201  Dear  We attach revised versions of the UILs for publication - clean and showing changes from the last published version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  We attach revised versions of the UILs for publication - clean and showing changes from the last published version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  We attach revised versions of the UILs for publication - clean and showing changes from the last published version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  We attach revised versions of the UILs for publication - clean and showing changes from the last published version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  We attach revised versions of the UILs for publication - clean and showing changes from the last published version of Annex 1 to the OFT report?  Kind Regards  We attach revised versions of the UILs for publication - clean and showing changes from the last published version of Annex 1 to the OFT report?  Kind Regards  We attach revised version of Annex 1 to the OFT report?  Kind Regards  We attach revised version of Annex 1 to the OFT report?	. L	RE: News Corporation/BSkyl	3 Merger (0012561-00	000367)	
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CO-#14389318-v1-OFT_Report_News_redactions_requests_29_June_201  Dear					
Dear See attach revised versions of the UILs for publication - clean and showing changes from the last published versionally 5.3(iii).  We have also reinstated the reference to 5.3(iii) in the redacted version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  Julien & Overy LLP  Avww.allenovery.com/antitrust  And Bishops Square  One				_	
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einstating 5.3(iii).  We have also reinstated the reference to 5.3(iii) in the redacted version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  Www.allenovery.com/entitrust  Onder Bishops Square and and a control of the AD  Tel: + 44(0) 20 3088 0008  Brom: Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear					
einstating 5.3(iii).  We have also reinstated the reference to 5.3(iii) in the redacted version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  Allen & Overy LLP  Www.allenovery.com/antitrust  Done Bishops Square  and Offel: + 44(0) 20 3088 0000  ax: + 44(0) 20 3088 0088   From:  Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear					
We have also reinstated the reference to 5.3(iii) in the redacted version of Annex 1 to the OFT report and we amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  Allen & Overy LLP  Www.allenovery.com/antitrust  One Bishops Square condon 2:1 6AD  From: Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear		Jils for publication - clean a	and showing changes	from the last publi	shed version -
amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  Wilen & Overy LLP  Www.allenovery.com/antitrust  One Bishops Square condon 15 16 AD  Fel: + 44(0) 20 3088 0000  ax: + 44(0) 20 3088 0008   From: Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear	ing 5.5(iii).		•		
amended non-confidential version accordingly.  Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  Alien & Overy LLP  www.alienovery.com/antitrust  Dine Bishops Square condon  Fel: + 44(0) 20 3088 0000  ax: + 44(0) 20 3088 0088   From: Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear	e also reinstated the refere	ence to 5.3(iii) in the redacted	d version of Annex 11	to the OFT report a	ind we attach
Please could you let us know whether you have any other comments on the OFT report?  Kind Regards  Allen & Overy LLP  Www.allenovery.com/antitrust  Dne Bishops Square  ondon E1 6AD  Fel: + 44(0) 20 3088 0000  ax: + 44(0) 20 3088 0088   From:  Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear			4 VOIDION 01 / 11110X 1		ma we attach
Kind Regards  Www.allenovery.com/antitrust  One Bishops Square condon 11 6AD  Fet: + 44(0) 20 3088 0000  ax: + 44(0) 20 3088 0088  From: Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear	·	•			
www.allenovery.com/antitrust  One Bishops Square ondon 11 6AD  rel: + 44(0) 20 3088 0000  ax: + 44(0) 20 3088 0088   From: Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear	could you let us know whet	her you have any other com	nments on the OFT re	port?	
Julen & Overy LLP  Avw.allenovery.com/antitrust  One Bishops Square ondon  11 6AD  Fel: + 44(0) 20 3088 0000  ax: + 44(0) 20 3088 0088   From: Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear				**	
Prom: Sent: 29 June 2011 15:06 To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear	egards				
Prom: Sent: 29 June 2011 15:06 To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear			•		
Die Bishops Square ondon in 6AD  Fel: + 44(0) 20 3088 0000  ax: + 44(0) 20 3088 0088  From: Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear			•		•
Die Bishops Square ondon in 6AD  Fel: + 44(0) 20 3088 0000  ax: + 44(0) 20 3088 0088  From: Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear			•	•	
### Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear					
### Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear	•	•			•
Prom: Sent: 29 June 2011 15:06 To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear	very LLP				
Prom: Sent: 29 June 2011 15:06 To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear	novory comfantitruct	•			
From: Sent: 29 June 2011 15:06 To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear	novery.com/antituust				
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From: Sent: 29 June 2011 15:06 To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367) Dear	(0) 20 3088 0088	•	•	•	
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Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear	•	·			
Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear					
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Sent: 29 June 2011 15:06  To: Cc: Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear	<b>-</b>				
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Subject: RE: News Corporation/BSkyB Merger (0012561-0000367)  Dear					
Dear		oration/BSkvB Merger (0012	561-0000367)		
	Tangetta (tar rions corpe				
	Dear		•		
Thombs for this Wo do consider that the married and at 5 2(111) should not be reducted (-11)	,	•			·
THANKS FOR THIS, WE GO CONSIDER THAI THE DYOVISIONS AT 7 ACHIL SHOULD HOUDE RECACTED LANG W	Thanks for this We do	consider that the provision	ns at 5.3(iii) should	not be redacted (	and would be
grateful if you could provide a revised UIL to this effect).					

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In relation to the OFT report, obviously some of the redactions you asked us to consider were dependant on 5.3(iii) being redacted, and we would be grateful if you could consider what now can

			EX.L 127
From: Sent: To: Cc:	29 June 2011 17:16		
Subject:	RE: News Corporation/	BSkyB Merger (0012561-	0000367)
Dear			
Thanks for your email.		•	
We are not content, I fear,	with the redactions from t	he OFT report for the	following reasons.
Agreement, are not consider to understand the points may UILs, which is now not red 10 – 12 of Annex 2 needs to I note that you have not expense.	ering publishing that docu ade here. Moreover, some lacted. We further do not to be removed. pressed further why you cand on what you have alre	ment itself. We think to of these points relate understand why the street consider this information	r to matters within the Carriage that it is important for consulted clearly to paragraph 5.3(iii) of tress-testing analysis in paragraph on to be commercially sensitive that we consider that the OFT
Regards,			
Legal Advisers to the Departm	nent for Culture, Media and	Sport	
From: Sent: 29 June 2011 16:27 To:			
Cc: Subject: RE: News Corporat	ion/BSkyB Merger (001256	L-0000367)	
,	f the UILs for publication - c	clean and showing chang	ges from the last published version
We have also reinstated the an amended non-confidential		dacted version of Annex	a 1 to the OFT report and we attack
Please could you let us know	whether you have any other	er comments on the OFT	report?
Kind Regards		•	·
		•	

<u> </u>		EX.L 128
From: Sent: To: Cc:	29 June 2011 18:00	
Subject: Attachments:	RE: News Corporation/BSkyB Merger - Articles of CO-#14044661-v1-Newco_Articles-CO-#1404466	
Dear		
Below and in the attache Association. In response	ed revised version we respond to your various comments a e to specific questions:	nd questions on the Articles of
We have clarifie	ed the wording in articles 111(3) and 111(6) in relation to the	e committees as requested.
We have made of	clear that the provisions of article 119 are without prejudice	e to the requirements of article 99.
Mo have remain	and the equate breekets from the definitions and italiaised u	uarda in 06(2) as requested
vve nave remov	red the square brackets from the definitions and italicised w	ords in 96(2) as requested.
restriction, the n Sky. In those cir	e borrowing restriction, while the level in the Newco articles market capitalisation of Newco is expected to be significant rcumstances, the borrowing limit which has been suggeste ufficient flexibility.	ly smaller (less than 10% of) that of
< <co-#14044661-v1-no Kind Regards</co-#14044661-v1-no 	ewco_Articles-CO-#14044661-v2-Newco_Articles.pdf>>	
Allen & Overy LLP		
www.allenovery.com/antitrust	<u>t</u>	
One Bishops Square London E1 6AD		
Tel: + 44(0) 20 3088 0000		
Eav. + 44/0) 20 2088 0088		

From:						
Sent: 29 June 201 To:	1 11:28				•	•
Cc:						
Subject: News Co	rporation/BSkyB	Merger - Article	s of Association	n	•	
Dear						
Deal						i.
					,	
Sorry for coming !	back to you slight	in piece-meal f	ashion on this,	but we have	another couple	of minor poin
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s the form in the a	tached document	t. Are you conte	ent with this? tion with any r ney are conten	edactions, an	d I'd be gratefu	ıl if you could l
s the form in the a Further, we've no v if you have heard	tached document t heard from Sky I from them at all, the Department	t. Are you content at all in connect, and whether the	ent with this?  tion with any repert content  dia and Sport	edactions, an t with redaction	d I'd be gratefu	ıl if you could l
Further, we've now if you have heard Many thanks,	tached document t heard from Sky I from them at all, the Department	t. Are you content at all in connect, and whether the	ent with this?  tion with any repert content  dia and Sport	edactions, an t with redaction	d I'd be gratefu	ıl if you could l
Further, we've now if you have heard Many thanks,  Legal Advisers to Treasury Solicito	tached document t heard from Sky I from them at all, the Department	t. Are you content at all in connect, and whether the	ent with this?  tion with any repert content  dia and Sport	edactions, an t with redaction	d I'd be gratefu	ıl if you could l
Further, we've now if you have heard Many thanks,  Legal Advisers to Treasury Solicito	tached document t heard from Sky I from them at all, the Department	t. Are you content at all in connect, and whether the	ent with this?  tion with any repert content  dia and Sport	edactions, an t with redaction	d I'd be gratefu	ıl if you could l

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			EX.L 129
From: Sent:	29 June 2011 18:08		
To:			•
Subject:	RE: News Corporation/	BSkyB Merger - Articles of Ass	sociation (0012561-0000367)
Dear			
Thanks very much for the showing in tracked?	his. Could you possibly get m	e a version of the Articles	without the amendments
Thanks,			
gal Advisers to the Depa	artment for Culture, Media and S	port	
			artification along the particular decembers and the second and the
From Sent: 29 June 2011 18:00	<u> </u>		
To:	<u>-</u>	·	
Subjects DE: Nows Corpo	oration/BSkyB Merger - Articles	of Association (0012561-0000	<u> </u>
Subject: RE. News Corpt	nadon/boxyb Meigel - Articles	or Association (0012301-0000	1307)
Dear	·		
Below and in the attached Association. In response	d revised version we respond to to specific questions:	your various comments and	questions on the Articles of
We have clarified	the wording in articles 111(3) a	nd 111(6) in relation to the co	ommittees as requested.
	•		
We have made of	lear that the provisions of article	119 are without prejudice to	the requirements of article 99
• We have made of	car that the provisions of article	Tro dre without projudios to	the requirements of article 55.
-	•	,	
We have remove:	d the square brackets from the	definitions and italicised word	ls in 96(2) as requested
• We have remove	a the oquare brackets from the	dominions and hanologa word	5 III 55(2) 45 154455t54.
		· · ·	
restriction, the ma	cumstances, the borrowing limit	expected to be significantly s	maller (less than 10% of) that of
< <co-#14044661-v1-nev Kind Regards</co-#14044661-v1-nev 	wco_Articles-CO-#14044661-v2	?-Newco_Articles.pdf>>	
			•

		,					EX.	LI	30
From: Sent: To:		· 29 Ju	ne 2011 18	:11				-	
Cc:									
Subject: Attachments	s:		ews Corpoi 14044661-	-	_		Association (00	012561	-0000367)
	ologies, I had in 4661-v2-Newc s			clean vers	sion to my o	original emai	il.		
			`						
From Sent: To: Cc: Subje	29 June 2011 18:0	00 Corporation/BSky	yB Merger - Art	cicles of Associ	ation (001256)	L-0000367)			
Dear	w and in the atl	eached revis	ed version	wo rospon	d to your v	arious comm	ante and quo	etione e	on the
Artic	les of Associati	on. In respo	onse to spe	cific quest	ions:		n to the comm		
	requested.		- <del>-</del> -						
· · · · · · · · · · · · · · · · · · ·	o We have m article 99.	ade clear th	at the provi	isions of a	rticle 119 a	re without pr	ejudice to the	require	ements of
,			4	,	·	٠,			
`	o We have re	moved the	square brad	ckets from	the definition	ons and italio	cised words in	96(2) a	as requested.
	borrowing r than 10% o	estriction, th	ne market c y. In those	apitalisatio	on of Newconces, the bo	o is expected orrowing limit	articles is 10% d to be signific it which has be	antly si	maller (less
	File: CO-#1404 Regards	4661-v1 <b>-</b> Ne	wco_Article	es-CO-#14	044661-v2·	-Newco_Arti	cles.pdf >>		
	& Overy LLP	•	. •			· .			
www.	allenovery.com/an	<u>titrust</u>							

1

<u>·</u>	,		EX.L1	31
From: Sent: To: Cc:	29 June 2011 18:52	·		
Subject:	Redactions - News Corpo	ration/BSkyB Merger (0	012561-0000367)	
CONFIDENTIAL			**	• .
I tried to call you to explain Ne of:	ws' position but did not get the	rough. Essentially New	s cannot agree to th	e publication
(1) the first sentence of Annex (2) the reference to Annex 2, para 10 and 11.	2, para 7.	n the last se	ntence of Annex 2, p	 ara 8.
he reasons for the redactions which is h	ighly confidential to Sky and I	Newco and as such wo	uld give rise to the sa	ame harm to
Sky and Newco which formed With regard to (3) a disclosure	•		uld not be published.	· ·
	point with the OFT in the cont ken the liberty of discussing	ext of the last announce	who supported	I the redaction
Please do not hesitate to call r	ne onf you w	vish to discuss.		
Best wishes		•	•	·
Allen & Overy LLP				
www.allenovery.com/antitrust			•	•
One Bishops Square London E1 6AD	·			• .
United Kingdom			Š	
Tel +44 (0)20 3088 0000 Fax +44 (0)20 3088 0088				
<u>(</u>			•	•
From: Sent: 29 June 2011 1	7:16			
To:			•	

			EX.L	. 132
From: Sent: To: Cc:	29 June 2011 19:22			
Subject: Attachments:	RE: Redactions - News OFT_Report_redacted.	•	erger (0012561-0000	367)
as just discussed we are conte sentence of Annex 2 para 11.	nt to leave for publication t	he first sentence of A	nnex 2 para 10 as we	ell as the first
I enclose a revised redacted ve	ersion of the OFT report.			
F at wishes	•			
`.				
	News Corporation/BSkyB	Merger (0012561-000	00367)	
CONFIDENTIAL				
publication of:	plain News' position but dic	i not get through. Es	sentially News canno	t agree to the
(1) the first sentence of (2) the reference to (3) Annex 2, para 10 a	·		n the last sentence o	f Annex 2, para 8.
	dactions in (1) and (2) is the hich is highly confidential to which formed the basis to	o Sky and Newco and	d as such would give	rise to the same
With regard to (3) a di	sclosure of those paragrap	hs would be	· .	
Mills who supported th	We discussed the equivalent redaction. I have redaction at the time and a now if you want to discuss	d, I understand, would	discussing this again	with Sheldon
Please do not hesitate	e to call me on	you wish to disc	cuss.	
Best wishes	:			

	·	·	EX.L 133
From: Sent: To:	29 June 2011 20:53		
Subject:	Re: Redactions - Nev	vs <sup>·</sup> Corporation/BSkyB Merg	er (0012561-0000367)
Noted. Many thanks for y	our efforts.		
I look forward to reading	the announcement tomorrov	· · · · · · · · · · · · · · · · · · ·	
Best wishes			
From		on the state of th	
Sent: Wednesday, June 2 To:			
Subject: RE: Redactions	- News Corporation/BSkyB M	erger (0012561-0000367)	:
	•		
	we would be happier publi ocument I sent you by my e		paragraph 9 of Annex 2, and will
Thanks for your assista	nce with this.		
		•	
			,
Legal Advisers to the Department	artment for Culture, Media an	d Sport	
	· .		u.
From:		e van een een gebeurde bester van de proposities de van de versche van de versche de ver	
<b>Sent:</b> 29 June 2011 20:1	4		·
fo: Cc:			
	- News Corporation/BSkyB M	erger (0012561-0000367)	
l have double c	hecked and thanks for raising	the discrepancy.	
			e reference to profits) but if the the redactions in para 10 and 11.
Best wishes			
`			
From:			
Sent: 29 June 20 To:	)11 19:53	] .	
<b>Cc:</b> <b>Subject:</b> RE: Re	dactions - News Corporation/	 BSkvB Meraer (0012561-00	000367)
	7	•	
Thanks to use either vers	This is version is in line the case of this acceptage.		mail crossed). We are happy for you

	ould confirm that when you revert to us.	
l look	forward to hearing from you.	
Best w	vishes	
•		
	From: Sent: 29 June 2011 19:27	
	To:	
,	Cc: Subject: RE: Redactions - News Corporation/BSkyB Merger (0012561-0000367)	
	Further to our discussion, I will discuss internally whether the redactions you've su the OFT's report are acceptable, however, in the interests of saving time, I thought would run past you a version of the report with those redactions made, so that I can check that we have the right redactions made. It is attached to this email. If you conconfirm that, that would be helpful, and I will revert as soon as I am able in relation whether these are acceptable or not.	that I just ild
	Regards,	
	Legal Advisers to the Department for Culture, Media and Sport  From: Sent: 29 June 2011 18:52	
	To: Cc:	
	Subject: Redactions - News Corporation/BSKyB Merger (0012561-0000367)	
	CONFIDENTIAL	
	I tried to call you to explain News' position but did not get through. Essentially News cannot the publication of:	ot agree to
	<ul> <li>(1) the first sentence of Annex 2, para 7.</li> <li>(2) the reference to para 8.</li> <li>(3) Annex 2, para 10 and 11.</li> </ul>	of Annex 2,
	The reasons for the redactions in (1) and (2) is that they contain references to a term of the which is highly confidential to Sky and Newco and as such rise to the same harm to Sky and Newco which formed the basis for accepting that the agritself should not be published.	would give
•	With regard to (3) a disclosure of those paragraphs would be	
	We discussed this point with the OFT in the co	ntext of the

		EX.L 134
From: Sent: To:	08 July 2011 11:48	
Subject:	[CJSM] questions	
Some initial thoughts through.	for discussion in relation to your queries – give me a ca	ll when you have had a chance to read

- (i) What is the relevance! of phone hacking to the Secretary of State's consideration (both before the most recent allegations and afterwards)? As you know, we've taken the view that the hacking is not immediately relevant to media plurality itself, but is to whether News can be trusted in offering the undertakings. You'll be aware that our line has been that these are serious undertakings, offered in good faith, and there are safeguards which underpin them and ensure compliance.
- 1. In the present case the Secretary of State has identified concern! s relating to media plurality (in particular, in the light of Ofcom 217;s report) which meant that he intended to make a reference of the Newscorp/Sky merger to the Competition Commission. Those concerns related to the ownership and operation of Sky News. However, a series of undertakings were proposed by Newscorp which would apply in lieu of a reference. It is those upon which the Secretary of State has consulted and then, following amendment, re-consulted.
- 2. As I understand from press reports, the allegations in respect of phone hacking and payments to police for information r! elate (to date) only to one Newscorp (indirectly) owned newspaper, the News of the World. However, it has been suggested by some that particular individuals either (a) involved in running News of the World at the time that the alleged hacking/payments were made; and/or (b) involved in the operation of Newscorp at the time of the alleged hacking/payments and/or subsequent unsatisfactory investigation of the allegations, remain senior individuals within the Newscorp structure. It is unclear to me whether all of the persons who have been referred to in the press (and, in particular, Rebekah Brooks) hold a position within Newscorp or merely its subsidiary News International.
- 3. Any suggested impact of the phone hacking allegations upon the assessment of the public interest in plurality specified in S.58(2C) of the EA02 is not clear. It is not clear whether it is suggested that there are greater plurality concerns going wider than news provision (and the impact of the merger on Sky News) and, if so, why. It may be that an argument would be put that the "sufficiency" of plurality of persons controlling media enterprises in the UK is more greatly reduced where a merger involves persons gaining control (or fuller control) about whom there are concerns in relation to their conduct and probity. However, that case has not been put so far as I am aware and, in any event, unless the concern goes beyond news provision, it is difficult to see why it should have any impact on the process in the light of the UIL's proposed.
- 4. As you say, it seems more likely that the impact of the alleged conduct is that the Secretary of State should not accept the UILs which have been offered. Plainly in relation to the acceptance of UILs the Secretary of State has a broad discretion. However, having indicated that he considers the UILs are satisfactory to deal with any plurality concerns, it is unclear how the allegations relating to conduct of individuals at Newscorp has a particular impact on any of the specific provisions or their workability. It would appear that the suggestion m! ay be that the Secretary of State should not accept the UILs because N ewscorp is "not to be trusted" and you should not accept UILs from people who cannot be trusted.
- 5. It seems to me that if there is good reason not to trust someone then there may be good reason not to accept UILs from them. Whilst putting in place stringent legal protections and monitoring processes in the UILs may ensure that the it is not easy to undermine the terms and purpose of the UILs, it must be right that the Secretary of State can take the view

that if someone is not to be trusted and/or is not acting in good fait! h in proffering UILs, the Secretary of State does not have to accept UILs.

- 6. Nonetheless, in relation to the actual UILs at issue here and the position taken to date, the Secretary of State would need good reasons now to say that the UILs were insufficient. Without those good reasons, there would be a significant vulnerability to successful challenge by Newscorp. I leave to one side whether, in the present climate, the extent of Newscorp's appetite for any such challenge.
- 7. In all the circumstances, it would seem well within the scope of the Secretary of State's power to reach a conclusion that the UILs are serious undertakings, offered in good faith, and there are safeguards which underpin them and ensure compliance which mean that the allegations being made are not such as to undermine the Secretary of State's provisional decision to accept them.

Do the most recent allegations alter the risk of challenge, both in terms of the risk of being challenged, and the risk of being challenged successfully? Our assessment in relation to this is that the risk of challenge has been raised (even considering that we were likely to be challenged by Avaaz in any event, we consider that it may now be the case that they are joined by the alliance of media organisations), but that the risk of a successful challenge (subject to the SoS's reaction phone hacking) remains about the same.

8. I agree the risk of challenge has been raised. The serious nature of the allegations, the heightened political temperature and public furore mean that a challenge being brought "to make a point", in particular by a group seeking to raise its own profile, will have been increased.

 - -				EX.L	135
From: Sent: To: Subject:	10 July 2011 11:23 [CJSM] RE: Newsco				
I think this is the sort of quesituation where Parliamer seen stuff on how "promise nothing – yet - on parliamer thing – yet - on	it expresses a view throug ses", manifesto commitme	h a vote about h	ow a legislative pr	ocess should op	erate. (ľve
Whilst insofar as any moti would not appear to requ in English law is that a sta- given that there is no spec consistently with his statu yon the terms of the mo	ire the SoS to do anything tute req! uires specific am cific timetable within whic tory duties (even if he wo	contrary to his sendment or rep h the SoS must (	statutory duties be eal to ensure that. decide, must he co	cause the rule o However, my c mply with the m	f recognition oncern is that notion if he can
				, ,	
Sent: Sunday, July 10, 2!  To:  Subject: [CJSM] RE: New  I wonder if this is a quest haven't been able to find to Parliament for his dealegislation permitting it	stion on which prudence I anything specific, but o cision, but Parliament ca	doesn't it go to	accountability? T	he SoS will be	accountable
Legal Advisers to the Depa	artment for Culture, Media	and Sport		,	
From: Sent: 10 July 2011 10:25					
To: Subject: [CJSM] RE: New An opposition debate is s have any greater (or, more	imply time in the schedule			ote on a motion	at the end
From: Sent: Sunday. July 10, 20 To: Subject: [CJSM] RE: New					
I don't have the text, but a public law risk, but I	t can probably get it, ins	sofar as there is	one yet. I agree to	that <i>ignoring</i> it	would cause

I have no learning on this, but will take a ! squiz on LION and see if there is any.

Legal Advisers to the Department for Culture, Media and Sport	
2 Segui 114 (Solo to the 2 spartment for Survey) 17 Survey with a port	
From:	
Sent: 10 July 2011 10:20 To:	
Subject: [CJSM] RE: Newscorp	
Presumably the vote is on a motion – do we have the text? Does the motion proposed actually legislation? Is there not a risk that if the motion could lawfully be complied with by the SoS (an voted through) that! to ignore it would itself give cause for review? Is not the curr ent risk on de! cision is that it would be unlawful and unfair to do so under public! aw. But if parliament – primary or secondary legislation – votes in favour of the SoS delaying, why should that be ignor calculus?	d presuming it is delaying taking the - albeit not through
/ould not circulate these questions immediately – they a! re for you only and I need to have a law. Never had to deal with the impact of a parliamentary motion alone before. Do you/HMG	
it?	
	•
From:	
<b>Sent:</b> Sunday, July 10, 2011 10:05 AM	
To: Subject: [CJSM] FW: Newscorp	
Could we have a chat about this? I think this must be the position, but would welcome d	liscussing. Sorry to
bother at the weekend! and all.	
< div>	
	•
Legal Advisers to the Department for Culture, Media and Sport	
From:	
Sent: 10 July 2011 10:01  To: BEEBY, Sue; PATEL RITA; ZEFF JON; OLDFIELD PAUL	
Cc: SMITH, Adam	
Subject: RE: Newscorp	
Sue,	
Adam's asked that we discuss this when confirmation of that, but he said it seemed manageable, so I imagine it will happen relationships to the confirmation of the confirmation of that, but he said it seemed manageable, so I imagine it will happen relationships to the confirmation of that the confirmation of the confirmation	

may well be speaking to this mounthis mounther think, but I cannot see that a vo	rning in relation to meeting tomorrow, so will e would affect a deci! sion at all.	check wit! h him, and have a
· · · · · · · · · · · · · · · · · · ·		•
		•
		•
Legar Auvisers to the Department for Cul	iture, Media and Sport	
•		
From: BEEBY, Sue Sent: 10 July 2011 10:00		
To:	PATEL RITA; ZEFF JON; OLDFIELD PAU	L
Cc: SMITH, Adam		•
Subject: Re: News! corp		•
<del>l</del> i		•
	debate on delaying the bskyb decision and a vote y impact given its a quasi judicial decision?	. Can you let me know what th
need this urgently if possible.		
hanks		•
Sue		
From		
<u> </u>	ON < br>Cc: MCKAY SANDRA; SMITH, Adam;	BEEBY. Sue
Sent: Fri Jul 08 12:33:38 2011	,	
Subject: Newscorp		. •
All,		
<b>A</b> 11,		
lease see attached received from	which perhaps we can discuss w	hen we meet at 2.30.
·	· · · · · · · · · · · · · · · · · · ·	٠
Thanks,		
egal Advisers to the Department for Cultu	re, Media and Sport	
********	************	****
	erty of the Department for Culture, Media and	Sport.
f you are not the intended recipient of	this messag! e, please delete it.	
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